

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 23, 2024

**RAPID MICRO BIOSYSTEMS, INC.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation or organization)	<b>001-40592</b> (Commission File Number)	<b>20-8121647</b> (I.R.S. Employer Identification No.)
<b>1001 Pawtucket Boulevard West, Suite 280, Lowell, MA</b> (Address of principal executive offices)	<b>978-349-3200</b> (Registrant's telephone number, including area code)	<b>01854</b> (Zip Code)
<b>N/A</b> (Former Name or Former Address, if Changed Since Last Report)		

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value per share	RPID	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 23, 2024, Rapid Micro Biosystems, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment to the Company’s Restated Certificate of Incorporation, which became effective on such date. A copy of the Certificate of Amendment is included as Exhibit 3.1 and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Company held its annual meeting of stockholders on May 23, 2024 (the “Annual Meeting”), at which a quorum was present. There were three items of business acted upon by the stockholders. There were 37,483,559 shares of the Company’s Class A common stock eligible to vote, and 35,030,255 shares were present in person or by proxy at the Annual Meeting. The following is a summary of the matters voted on at the Annual Meeting:

1. The Company’s stockholders elected Kirk D. Malloy, Ph.D., Melinda Litherland and Robert Spignesi as Class III Directors to serve until the 2027 Annual Meeting of Stockholders and until their respective successors have been duly elected and qualified or until such director’s earlier death, resignation or removal.

The results of the stockholders’ vote with respect to the election of such Class III Directors were as follows:

	<b><u>Votes For</u></b>	<b><u>Votes Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Kirk D. Malloy, Ph.D.	26,146,777	634,808	8,248,670
Melinda Litherland	25,722,232	1,059,353	8,248,670
Robert Spignesi	25,714,563	1,067,022	8,248,670

2. The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The results of the stockholders’ vote with respect to such ratification were as follows:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Votes Abstaining</u></b>	<b><u>Broker Non-Votes</u></b>
34,230,103	790,903	9,249	0

3. The Company’s stockholders approved a Certificate of Amendment to the Company's Restated Certificate of Incorporation to reflect new Delaware law provisions allowing for officer exculpation. The results of the stockholders’ vote with respect to such approval were as follows:

<b><u>Votes For</u></b>	<b><u>Votes Against</u></b>	<b><u>Votes Abstaining</u></b>	<b><u>Broker Non-Votes</u></b>
26,096,227	673,920	11,438	8,248,670

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to Restated Certificate of Incorporation.</a>
<a href="#">104</a>	<a href="#">Cover Page Interactive Data File (formatted as inline XBRL).</a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RAPID MICRO BIOSYSTEMS, INC.

Date: May 24, 2024

By: /s/ Sean Wirtjes

Sean Wirtjes

Chief Financial Officer

**Certificate of Amendment to the Restated Certificate of Incorporation of Rapid Micro Biosystems, Inc.**

Rapid Micro Biosystems, Inc. (the "Corporation"), a corporation duly organized and existing under the laws of the State of Delaware pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The Restated Certificate of Incorporation of the Corporation is hereby amended by adding a new Article TWELFTH, which shall read in its entirety as follows:

"TWELFTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an officer of the Corporation, except for liability (a) for any breach of the Officer's duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the General Corporation Law of the State of Delaware is amended after the effective date of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended. For purposes of this Article TWELFTH, "Officer" shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service by the delivery of process to the registered agent of the Corporation as contemplated by Section 3114(b) of Title 10 of the General Corporation Law of the State of Delaware."

Any amendment, repeal or modification of this Article TWELFTH by either of (i) the stockholders of the Corporation or (ii) an amendment to the General Corporation Law of the State of Delaware, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification."

2. The Board of Directors of the Corporation has adopted a resolution approving and declaring advisable the foregoing amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the DGCL.
3. The stockholders of the Corporation, at a meeting duly called and held pursuant to Section 222 of the DGCL, duly adopted the amendments set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the DGCL.
4. The foregoing amendments were duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the undersigned, as a duly authorized officer of the Corporation, has executed this Certificate of Amendment on May 23, 2024.

Rapid Micro Biosystems, Inc.

/s/ Robert Spignesi

Name: Robert Spignesi

Title: President and Chief Executive Officer