

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): **June 8, 2023**

**FULCRUM THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38978**  
(Commission  
File Number)

**47-4839948**  
(IRS Employer  
Identification No.)

**26 Landsdowne Street**  
**Cambridge, Massachusetts**  
(Address of principal executive offices)

**02139**  
(Zip Code)

Registrant's telephone number, including area code: **(617) 651-8851**

**N/A**  
(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 Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$0.001 per share</b>	<b>FULC</b>	<b>The Nasdaq Global Market</b>

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.**

At the 2023 annual meeting of stockholders of Fulcrum Therapeutics, Inc., or Fulcrum, held on June 8, 2023, or the Annual Meeting, the stockholders of Fulcrum approved an amendment to Fulcrum's Restated Certificate of Incorporation to limit the liability of certain officers of Fulcrum as permitted by recent amendments to Delaware law. The certificate of amendment of Fulcrum's Restated Certificate of Incorporation, or Certificate of Amendment, was filed with the Secretary of State of the State of Delaware on June 8, 2023 and became effective upon filing.

The foregoing description is qualified in its entirety by the Certificate of Amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

The following is a summary of the matters voted on at the Annual Meeting held on June 8, 2023.

- a) Fulcrum's stockholders elected Alan Ezekowitz and Sonja Banks as class I directors, for a three-year term ending at the annual meeting of stockholders to be held in 2026 and each until his or her respective successor has been duly elected and qualified or until his or her earlier death, resignation or removal. The results of the stockholders' vote with respect to the election of the two class I directors are as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Alan Ezekowitz	41,346,237	8,939,331	3,725,871
Sonja Banks	42,114,999	8,170,569	3,725,871

- b) Fulcrum's stockholders did not approve the amendment to Fulcrum's 2019 Stock Incentive Plan to modify the automatic increase to the share reserve provision. The results of the stockholders' vote with respect to such proposal are as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
23,717,404	26,520,073	48,091	3,725,871

- c) Fulcrum's stockholders approved the amendment to Fulcrum's Restated Certificate of Incorporation to limit the liability of certain officers of Fulcrum as permitted by recent amendments to Delaware law. The results of the stockholders' vote with respect to such approval are as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
48,990,654	1,278,732	16,182	3,725,871

- d) Fulcrum's stockholders ratified the selection of Ernst & Young LLP as its independent registered public accounting firm for the fiscal year ending December 31, 2023. The results of the stockholders' vote with respect to such ratification are as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
53,623,513	8,279	379,647	0

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment of the Restated Certificate of Incorporation of Fulcrum Therapeutics, Inc.</a>
104	Cover Page Interactive Data File (Embedded within the Inline XBRL Document).

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**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 thereunto duly authorized.

FULCRUM THERAPEUTICS, INC.

Date: June 9, 2023

By: /s/ Curtis Oltmans  
Name: Curtis Oltmans  
Title: Chief Legal Officer

**I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HERE BY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FULCRUM THERAPEUTICS, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF JUNE, A.D. 2023, AT 12:29 O'CLOCK P.M.**



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

5794667 8100  
SR# 20232703439  
You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203511925  
Date: 06-08-23

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:29 PM 06/08/2023  
FILED 12:29 PM 06/08/2023  
SR 20232703439 - File Number 5794667

**CERTIFICATE OF AMENDMENT OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF**

**FULCRUM THERAPEUTICS, INC.**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

Fulcrum Therapeutics, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware, does hereby certify as follows:

A resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth a proposed amendment to the Restated Certificate of Incorporation of the Corporation and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

**RESOLVED:** That Article SEVENTH of the Restated Certificate of Incorporation be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

"SEVENTH: Limitation of liability shall be provided as follows:

- 1. Directors.** Except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of directors for breaches of fiduciary duty, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as a director, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director 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.
- 2. Officers.** Except to the extent that the General Corporation Law of the State of Delaware prohibits the elimination or limitation of liability of Officers for breaches of fiduciary duty, no Officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty as an Officer, notwithstanding any provision of law imposing such liability. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any Officer of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended to permit further elimination or limitation of 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 SEVENTH, "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 of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b)."

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IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of the Corporation on this 8th day of June, 2023.

**FULCRUM THERAPEUTICS, INC.**

By: /s/ Robert J. Gould

Robert J. Gould, Ph.D.

Interim President and Chief Executive Officer