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

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**FORM 8-K/A**  
(Amendment No. 1)

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**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 5, 2020**

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**BENITEC BIOPHARMA INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39267**  
(Commission  
File Number)

**84-462-0206**  
(IRS Employer  
Identification No.)

**3940 Trust Way,  
Hayward, California**  
(Address of Principal Executive Offices)

**94545**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (510)780-0819**

**(Former Name or Former Address, if Changed Since Last Report): Not Applicable**

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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 \$0.0001</b>	<b>BNTC</b>	<b>The Nasdaq Capital 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.

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**Item 4.01 Changes in Registrant's Certifying Accountant.**

As previously disclosed by Benitec Biopharma Inc. (the "Company") in its Current Report on Form 8-K (the "Original 8-K") filed with the Securities and Exchange Commission (the "SEC") on June 5, 2020, on that date, the Audit Committee (the "Audit Committee") of the Board of Directors of the Company approved the engagement of Squar Milner LLP ("Squar Milner") to serve as the Company's registered public accounting firm for the Company's fiscal year ending June 30, 2020. As disclosed in the Original 8-K, the Company has been in the process of preparing its financial statements for the fiscal years ended June 30, 2019 and 2018 in accordance with U.S. generally accepted accounting principles ("U.S. GAAP"), and Grant Thornton Audit Pty Ltd ("Grant Thornton") has been engaged as the Company's independent registered public accounting firm for those periods. On August 14, 2020, Grant Thornton completed its audit of the Company's financial statements for the fiscal years ended June 30, 2019 and 2018. This Amendment No. 1 amends the Original 8-K to confirm that, upon the completion of Grant Thornton's audit for such periods on August 14, 2020, Grant Thornton's engagement was completed as, and Squar Milner became, the Company's independent registered public accounting firm.

Prior to the Re-domiciliation (as defined in the Original 8-K), Grant Thornton acted as the independent registered public accounting firm of Benitec Biopharma Limited ("Benitec Limited"). The financial statements for Benitec Limited for the fiscal years ended June 30, 2019 and 2018 were prepared in accordance with International Accounting Standards and International Financial Reporting Standards ("IFRS"), and interpretations issued by the International Accounting Standards Board. The audit reports of Grant Thornton on the financial statements of Benitec Limited prepared in accordance with IFRS, and on the financial statements of the Company prepared in accordance with U.S. GAAP, in each case as of and for the years ended June 30, 2019 and 2018, did not contain any adverse opinion or disclaimer of opinion, nor were they qualified or modified as to going concern, uncertainty, audit scope, or accounting principles.

During the fiscal years ended June 30, 2019 and 2018, and in the subsequent period through August 19, 2020, there were (i) no disagreements with Grant Thornton on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures, which disagreements, if not resolved to the satisfaction of Grant Thornton, would have caused them to make reference to the subject matter of the disagreements in their audit reports, and (ii) no "reportable events," as such term is defined in Item 304(a)(1)(v) of Regulation S-K.

The Company has provided Grant Thornton with a copy of the disclosure set forth in this Item 4.01 and requested that Grant Thornton furnish the Company with a letter addressed to the SEC stating whether or not it agrees with the statements made herein, each as required by applicable SEC rules. A copy of Grant Thornton's letter, dated August 19, 2020, is attached hereto as Exhibit 16.2.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
16.2	<a href="#"><u>Letter from Grant Thornton Audit Pty Ltd dated August 19, 2020</u></a>

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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.

**BENITEC BIOPHARMA INC.**

Date: August 19, 2020

/s/ Jerel A. Banks  
Name: Jerel A. Banks  
Title: Chief Executive Officer

August 19, 2020

US Securities and Exchange Commission  
Office of the Chief Accountant  
100 F Street, NE  
Washington, DC 20549

Re: Benitec Biopharma Inc  
File No. 001-39267

Dear Sir or Madam:

We have read Item 4.01 of Form 8-K of Benitec Biopharma Inc. dated August 19, 2020 and are in agreement with the statements contained solely as it relates to our Firm.

Very truly yours,

/s/ GRANT THORNTON AUDIT PTY LTD

Sydney, NSW Australia  
August 19, 2020