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

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**FORM 8-K**

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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): December 7, 2022**

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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)

**84-4620206**  
(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
Common Stock, par value \$0.0001	BNTC	The Nasdaq Stock Market LLC

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

On December 7, 2022, Benitec Biopharma Inc. (the “Company”) held its 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”). The 2022 Annual Meeting was held virtually. A total of 18,994,156 shares of the Company’s common stock were present or represented by proxy at the 2022 Annual Meeting, representing 73.59% of the issued and outstanding shares entitled to vote at the meeting. Share numbers reported in this Current Report on Form 8-K have been rounded down to the nearest whole share. The proposals voted upon and the final results of the vote were as follows:

**Proposal 1 – Election of Directors.** The results were as follows:

<u>Director Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
Dr. Jerel Banks	13,564,345	257,403	5,172,408
Megan Boston	13,528,333	293,415	5,172,408

**Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
18,739,378	137,128	117,650

**Proposal 3 – Advisory Vote on Executive Compensation.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
13,411,245	396,016	14,487	5,172,408

**Proposal 4 – Approval of an Amendment to the Company’s Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
15,970,145	2,906,409	117,602

**Proposal 5 – Approval of an Amendment to the Company’s Certificate of Incorporation to Authorize the Issuance of Up to 5,000,000 Shares of Preferred Stock.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
12,501,121	1,316,881	3,746	5,172,408

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**Proposal 6 – Approval of an Amendment to the Company’s Certificate of Incorporation to Effect a Reverse Stock Split of the Company’s Common Stock.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
17,463,834	1,528,782	1,540

**Proposal 7 – Approval of the Adjournment of the Annual Meeting, if Necessary, to Solicit Additional Proxies.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
15,968,583	2,905,589	119,984

Each of the proposals except for Proposal 5 received the required number of votes to be approved by the Company’s stockholders.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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.

**BENITEC BIOPHARMA INC.**

Date: December 8, 2022

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