

**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): December 28, 2023**

**EIGER BIOPHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-36183**  
(Commission  
File Number)

**33-0971591**  
(IRS Employer  
Identification No.)

**Eiger BioPharmaceuticals, Inc.**  
**2155 Park Blvd.**  
**Palo Alto, California 94306**  
(Address of principal executive offices, including zip code)

**(650) 272-6138**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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
Common Stock, par value \$0.001	EIGR	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.

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

On December 28, 2023, the Company held its special meeting of stockholders (the “**Special Meeting**”). The following is a brief description of each matter voted upon at the Special Meeting, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter. A more complete description of each matter is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on December 11, 2023.

**Proposal 1-Amendment Proposal**

		Final Voting Results		
For	Against	Abstain	Broker Non-Votes	
28,792,738	1,350,803	105,939	Not Applicable	

The Company’s stockholders approved a proposal to authorize the Company’s Board of Directors (the “**Board**”) to amend the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split at a ratio between one-for-ten (1:10) and one-for-thirty-five (1:35), inclusive, as determined by the Board in its discretion.

**Proposal 2-Adjournment Proposal**

		Final Voting Results		
For	Against	Abstain	Broker Non-Votes	
28,172,080	1,432,306	645,094	Not Applicable	

The Company’s stockholders approved a proposal to authorize that, if, at the Special Meeting, the number of shares of the Common Stock present or represented and voting in favor of the Amendment Proposal is insufficient to approve such proposal, the Company’s Chief Executive Officer or the Chairman of the Board of the Company, in his reasonable discretion, may move to adjourn the Special Meeting in order to enable our Board to continue to solicit additional proxies in favor of the Amendment Proposal.

No other matters were submitted for stockholder action.

**Item 8.01. Other Events.**

On January 4, 2024, the Company issued a press release announcing that its Board has approved a one-for-thirty reverse stock split (the “**Reverse Stock Split**”) of the Company’s common stock. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

The Reverse Stock Split is expected to become effective on January 5, 2024 at 11:59 p.m. Eastern Time (the “**Effective Time**”), with shares to begin trading on a split-adjusted basis at market open on January 8, 2024. In connection with the Reverse Stock Split, every thirty shares of the Company’s common stock issued and outstanding as of the Effective Time will be automatically converted into one share of the Company’s common stock. The Company’s stockholders will be entitled to receive cash in lieu of any fractional shares they would otherwise be entitled to receive in the Reverse Stock Split.

As a result of the Reverse Stock Split, proportionate adjustments will be made to the number of shares of the Company’s common stock underlying the Company’s outstanding equity awards and the number of shares issuable under the Company’s equity incentive plans and other existing agreements, as well as the exercise or conversion price, as applicable.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibits.**

Exhibit No.	Description
99.1	<a href="#">Press release, dated January 4, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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.

**Eiger BioPharmaceuticals, Inc.**

Dated: January 4, 2024

By: /s/ James Vollins

James Vollins  
General Counsel, Chief Compliance Officer  
& Corporate Secretary



### **Eiger BioPharmaceuticals, Inc. Announces 1-for-30 Reverse Stock Split**

Palo Alto, Calif., January 4, 2024 /PRNewswire/ — Eiger BioPharmaceuticals, Inc. (Nasdaq:EIGR) (the “Company”), a commercial-stage biopharmaceutical company focused on the development of innovative therapies for rare metabolic diseases, today announced that it will conduct a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-30 (the “Reverse Stock Split”). The Reverse Stock Split will become effective at 11:59 p.m. Eastern Time, on January 5, 2024. The Company’s common stock will begin trading on a post-split basis at the market open on January 8, 2024. The Reverse Stock Split is part of the Company’s plan to regain compliance with the minimum bid price requirement of \$1.00 per share required to maintain continued listing on The Nasdaq Global Market, among other benefits.

The Reverse Stock Split was approved by the Company’s stockholders at the Company’s Special Meeting of Stockholders held on December 28, 2023 (the “Special Meeting”) to be effected in the Board’s discretion within approved parameters. Following the Special Meeting, the final ratio was approved by the Company’s Board on December 28, 2023.

The Reverse Stock Split reduces the number of shares of the Company’s outstanding common stock from approximately 44.4 million shares to approximately 1.5 million shares, subject to adjustment due to the payment of cash in lieu of fractional shares. As a result of the Reverse Stock Split, proportionate adjustments will be made to the number of shares of the Company’s common stock underlying the Company’s outstanding equity awards and the number of shares issuable under the Company’s equity incentive plans and other existing agreements, as well as the exercise or conversion price, as applicable. There will be no change to the number of authorized shares or the par value per share.

### **Information for EIGR Stockholders**

As a result of the reverse stock split, every thirty pre-split shares of common stock outstanding will become one share of common stock. The Company’s transfer agent, Equiniti Trust Company, LLC, will serve as the exchange agent for the reverse stock split.

Registered stockholders holding pre-split shares of the Company’s common stock electronically in book-entry form are not required to take any action to receive post-split shares. Those stockholders who hold their shares in brokerage accounts or in “street name” will have their positions automatically adjusted to reflect the reverse stock split, subject to each broker’s particular processes, and will not be required to take any action in connection with the reverse stock split. Stockholders holding shares of the Company’s common stock in certificate form, if any, will receive a transmittal letter from Equiniti with instructions as soon as practicable after the effective date.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who otherwise would be entitled to receive fractional shares will receive a cash payment in lieu of such fractional shares.

### **About Eiger**

Eiger is a commercial-stage biopharmaceutical company focused on the development of innovative therapies for rare metabolic diseases. Eiger’s lead product candidate, avexitide, is a well characterized, first-in-class GLP-1 antagonist being developed for the treatment of post-bariatric hypoglycemia (PBH) and congenital hyperinsulinism (HI). Avexitide is the only drug in development for PBH with Breakthrough Therapy designation from the FDA.

For additional information about Eiger and its clinical programs, please visit [www.eigerbio.com](http://www.eigerbio.com).

### **Note Regarding Forward-Looking Statements**

Certain information contained in this press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We may in some cases use terms such as “predicts,” “believes,” “potential,” “continue,” “anticipates,” “estimates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “likely,” “will,” “should” or other words that convey uncertainty of the future events or outcomes to identify these forward-looking statements. Our forward-looking statements are based on current beliefs and expectations of our management team that involve risks, potential changes in circumstances, assumptions, and uncertainties, including statements regarding our future stock price, the effect of the reverse stock split on stockholders, our ability to regain compliance with the Nasdaq continued listing requirements, and our financial condition, growth and strategies. Any or all of the forward-looking statements may turn out to be wrong or be affected by assumptions we make that later turn out to be incorrect, or by known or unknown risks and uncertainties. These forward-looking statements are subject to risks and uncertainties including risks related to our ability to regain compliance with Nasdaq’s continued listing requirements or otherwise maintain compliance with any other listing requirement of the Nasdaq Global Market, including the Bid Price Requirement, the potential de-listing of our shares from the Nasdaq Global Market due to our failure to comply with the Bid Price Requirement or any other requirement, and the other risks set forth in our filings with the Securities and Exchange Commission, including in our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. For all these reasons, actual results and developments could be materially different from those expressed in or implied by our forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which are made only as of the date of this Current Report on Form 8-K. We undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances unless required by law.

#### **Investors:**

Sylvia Wheeler  
Wheelhouse Life Science Advisors  
swheeler@wheelhousesa.com

#### **Media:**

Aljanae Reynolds  
Wheelhouse Life Science Advisors  
areynolds@wheelhousesa.com