

**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 26, 2026

QUINCE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38890
(Commission
File Number)

90-1024039
(IRS Employer
Identification No.)

611 Gateway Boulevard, Suite 273
South San Francisco, California
(Address of principal executive offices)

94080
(Zip Code)

Registrant's telephone number, including area code: (415) 910-5717

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 (see General Instruction A.2. below):

- 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 240.13d-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 per share	QNCX	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 3.03 - Material Modification to Rights of Security Holders

As previously disclosed, on June 11, 2026, at the 2025⁶ Annual Meeting of Stockholders of Quince Therapeutics, Inc. (the “Company”), the Company’s stockholders approved the implementation of a reverse stock split at a ratio ranging from one-for-ten (1-for-10) to one-for-one hundred (1-for-100) with such reverse stock split to be effected at such time and date, if at all, as determined by the Company’s board of directors in its sole discretion (the “Reverse Stock Split”) and a form of certificate of amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) to effect the Reverse Stock Split.

The Company’s board of directors approved the implementation of the Reverse Stock Split at a ratio of 1-for-20 and on June 26, 2026, the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware, which will be effective at 11:59 pm Eastern Time on June 29, 2026. The Company’s shares of common stock will begin trading on a split-adjusted basis on the Nasdaq Global Select Market commencing upon market open on June 30, 2026. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference. This discussion is qualified in its entirety by reference to the full text of the Certificate of Amendment.

As a result of the Reverse Stock Split, every twenty (20) shares of the Company’s issued and outstanding common stock will be automatically combined and converted into one (1) issued and outstanding share of common stock, par value \$0.001 per share. The Reverse Stock Split will affect all of the Company’s stockholders uniformly and will not affect any stockholder’s percentage ownership interests in the Company except that stockholders who would have otherwise received fractional shares will receive cash in lieu of such fractional shares. The Reverse Stock Split will not modify the rights or preferences of the common stock.

Immediately prior to the Reverse Stock Split, there were 19,559,257 shares of common stock issued and outstanding. Immediately after the Reverse Stock Split becomes effective, there will be approximately 977,963 shares of common stock issued and outstanding. The common shares will trade under a new CUSIP number, 22053A305 effective June 30, 2026, and continue to trade under the symbol “QNCX.” All stock options and warrants of the Company outstanding immediately prior to the Reverse Stock Split have been proportionally adjusted.

The Company has appointed its transfer agent, Equiniti Trust Company, LLC, to act as exchange agent for the Reverse Stock Split. Stockholders owning shares via a bank, broker or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split and will not be required to take further action in connection with the Reverse Stock Split, subject to brokers’ particular processes.

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

The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Quince Therapeutics, Inc.

Date: June 26, 2026

By: /s/ Dirk Thye
Name: Dirk Thye
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO
THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
QUINCE THERAPEUTICS, INC.**

Quince Therapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), does hereby certify as follows:

A. The Corporation was originally incorporated, and the original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 20, 2012, under the name “Cortexyme, Inc.”

B. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Amendment”) was duly adopted by the Board of Directors of the Corporation in accordance with Sections 141 and 242 of the General Corporation Law of the State of Delaware.

Article IV, Section 1 of the Amended and Restated Certificate is hereby amended and restated to read in its entirety as follows:

“ARTICLE IV

Section 1. The total number of shares of all classes of stock that the Corporation has authority to issue is 260,000,000 shares, consisting of two classes: 250,000,000 shares of Common Stock, \$0.001 par value per share (“**Common Stock**”), and 10,000,000 shares of Preferred Stock, \$0.001 par value per share (“**Preferred Stock**”).

Effective as of 11:59 p.m. Eastern time on June 29, 2026 (the “**Effective Time**”), each twenty (20) shares of the Corporation’s Common Stock, par value \$0.001 per share, issued and outstanding shall be combined into one share of Common Stock, par value \$0.001 per share (the “Old Common Stock”), either issued or outstanding, immediately prior to the Effective Time, will be automatically reclassified and combined (without any further act) into a smaller number of shares such that each twenty shares of Old Common Stock issued and outstanding immediately prior to the Effective Time is reclassified into one share of Common Stock, \$0.001 par value per share, of the Corporation (the “New Common Stock”), without increasing or decreasing the amount of stated capital or paid-in surplus of the Corporation (the “Reverse Stock Split”). The Board of Directors shall make provision for the issuance of that number of fractions of New Common Stock such that any fractional share of a holder otherwise resulting from the Reverse Stock Split shall be rounded up to the next whole number of shares of New Common Stock. Any stock certificate that, immediately prior to the Effective Time, represented shares of the Old Common Stock will, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent the number of shares of the New Common Stock into which such shares of Old Common Stock shall have been reclassified plus the fraction, if any, of a share of New Common Stock issued as aforesaid.

C. This Certificate of Amendment shall be effective as of the Effective Time.

D.This Certificate of Amendment was submitted to the stockholders of the Corporation and was duly adopted and approved in accordance with the provisions of Section 242 of General Corporate Law of the State of Delaware at the annual meeting of the stockholders of the Corporation.

IN WITNESS WHEREOF, Quince Therapeutics, Inc. has caused this Certificate of Amendment to be signed by a duly authorized officer of the Corporation on June 26, 2026.

Quince Therapeutics, Inc.

By: /s/ Dirk Thye
Dirk Thye
Chief Executive Officer