

**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): May 24, 2023

QUINCE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38890
(Commission
File Number)

90-1024039
(I.R.S. Employer
Identification No.)

**601 Gateway Boulevard, Suite 1250
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	The Nasdaq Stock Market LLC
Series A Junior Participating Preferred Purchase Rights	N/A	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.

The Annual Meeting of Stockholders of the Quince Therapeutics, Inc. (the “Company”) was held online via live audio webcast on May 24, 2023 (the “Annual Meeting”). At the Annual Meeting, there were present, in person virtually or by proxy, holders of 26,367,374 shares of common stock, or approximately 72.7% of the total outstanding shares eligible to be voted. The final voting results with respect to each proposal presented at the Annual Meeting is set forth below:

Proposal One - Election of Directors

The Company’s stockholders approved the election of two Class I directors to the Board of Directors for three year terms or until their respective successors are duly elected and qualified or until their earlier death, resignation, disqualification or removal. The results of such vote were:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Margaret A. McLoughlin, Ph.D.	8,179,717	2,984,619	15,203,038
Una Ryan, OBE, Ph.D.	8,241,330	2,923,006	15,203,038

Proposal Two - Approval of Amendment to the Certificate of Incorporation to Effect a Reverse Stock Split

The Company’s stockholders approved the amendment to the Company’s amended and restated certificate of incorporation to effect a reverse stock split of the issued and outstanding common stock at a ratio of one-for-ten. The results of such vote were:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
22,299,310	4,034,434	33,629

Proposal Three - Ratification of Selection of Independent Registered Accounting Firm

The Company’s stockholders ratified the selection of BDO USA, LLP as the Company’s independent registered accounting firm for the fiscal year ending December 31, 2023. The results of such vote were:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
22,898,628	2,137,117	1,331,629

Proposal Four - Approval, on an advisory basis, of the compensation of the Company’s named executive officers

The Company’s stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers. The results of such vote were:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
8,713,466	2,313,145	137,725	15,203,038

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: May 25, 2023

By: /s/ Dirk Thye

Name: Dirk Thye

Title: Chief Executive Officer