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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): **June 18, 2025**

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**C4 THERAPEUTICS, INC.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)  
**490 Arsenal Way, Suite 120**  
**Watertown, MA**  
(Address of Principal Executive Offices)

**001-39567**  
(Commission File Number)

**47-5617627**  
(IRS Employer  
Identification No.)

**02472**  
(Zip Code)

Registrant's Telephone Number, Including Area Code: **(617) 231-0700**

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

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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<br>Symbol(s) | Name of each exchange on which registered |
|--|----------------------|---|
| Common Stock, \$0.0001 par value per share | CCCC                 | The 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.

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

On June 18, 2025, C4 Therapeutics, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As further described in Item 5.07 to this Current Report on Form 8-K, at the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Fifth Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 150,000,000 to 300,000,000. On June 18, 2025, the Company filed a Certificate of Amendment to the Company’s Fifth Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware and the Certificate of Amendment became effective on filing. The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

The Company held its Annual Meeting on June 18, 2025. At the Annual Meeting, the Company’s stockholders considered and voted on the four proposals set forth below, each of which is described in greater detail in the Company’s definitive proxy statement on Schedule 14A, which was filed with the U.S. Securities and Exchange Commission on April 29, 2025. The final voting results are set forth below.

a) The stockholders of the Company elected each of Ronald Harold Wilfred Cooper, Donna Grogan, M.D., and Steven Hoerter as Class II directors, to hold office until the 2028 annual meeting of stockholders and until their respective successors have been duly elected and qualified or until his or her earlier resignation or removal. The results of the stockholders’ vote with respect to the election of the Class II directors were as follows:

|                              | For        | Withheld   | Broker Non-Votes |
|------------------------------|------------|------------|------------------|
| Ronald Harold Wilfred Cooper | 38,963,561 | 10,829,443 | 10,514,206       |
| Donna Grogan, M.D.           | 42,592,170 | 7,200,834  | 10,514,206       |
| Steven Hoerter               | 49,604,182 | 188,822    | 10,514,206       |

b) The stockholders of the Company cast a non-binding, advisory vote to approve the compensation of the Company’s named executive officers. The results of the stockholders’ vote with respect to this proposal were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 48,851,725 | 889,711 | 51,568  | 10,514,206       |

c) The stockholders of the Company ratified the selection of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025. The results of the stockholders’ vote with respect to this ratification proposal were as follows:

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 60,179,540 | 79,871  | 47,799  | 0                |

d) The Company’s stockholders approved the amendment to the Company’s Fifth Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 150,000,000 to 300,000,000. The results of the stockholders’ vote with respect to this proposal were as follows:

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 39,547,136 | 20,664,896 | 95,178  | 0                |

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The exhibits shall be deemed to be filed or furnished, depending on the relevant item requiring such exhibit, in accordance with the provisions of Item 601 of Regulation S-K (17 CFR 229.601) and Instruction B.2 to this form.

| Exhibit Number | Description   |
|----------------|---|
| 3.1            | <a href="#">Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation</a> |
| 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 thereunto duly authorized.

C4 Therapeutics, Inc.

Date: June 18, 2025

By: /s/ Jolie M. Siegel

**Jolie M. Siegel**  
**Chief Legal Officer and Secretary**

# Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "C4 THERAPEUTICS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 2025, AT 9:37 O`CLOCK A.M.



5840223 8100  
SR# 20253108061

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink that reads "C. P. Sanchez". The signature is written in a cursive style.

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203978031  
Date: 06-18-25

**CERTIFICATE OF AMENDMENT TO THE  
FIFTH AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF C4 THERAPEUTICS, INC.**

C4 Therapeutics, Inc. (the "Corporation"), a corporation duly organized and existing under the laws of the State of Delaware pursuant to Section 242 of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

1. The Fifth Amended and Restated Certificate of Incorporation, as heretofore amended, is hereby amended by replacing the first paragraph of Article IV in its entirety to read as follows:

"The total number of shares of capital stock which the Corporation shall have authority to issue is 310,000,000, of which (i) 300,000,000 shares shall be a class designated as common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) 10,000,000 shares shall be a class designated as undesignated preferred stock, par value \$0.0001 per share (the "Undesignated Preferred Stock")."

2. The Board of Directors of the Corporation has adopted a resolution approving and declaring advisable the foregoing amendment set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the DGCL.
3. The stockholders of the Corporation, at a meeting duly called and held pursuant to Section 222 of the DGCL, duly adopted the amendments set forth in this Certificate of Amendment in accordance with the provisions of Section 242 of the DGCL.
4. The foregoing amendments were duly adopted in accordance with Section 242 of the DGCL.

IN WITNESS WHEREOF, the undersigned, as a duly authorized officer of the Corporation, has executed this Certificate of Amendment on June 18, 2025.

**C4 THERAPEUTICS, INC.**

By: /s/ Andrew J. Hirsch  
Name: Andrew J. Hirsch  
Title: Chief Executive Officer

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 09:37 AM 06/18/2025  
FILED 09:37 AM 06/18/2025  
SR 20253108061 - File Number 5840223

