

**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 22, 2022**

**Clearside Biomedical, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-37783**  
(Commission File Number)

**45-2437375**  
(IRS Employer  
Identification No.)

**900 North Point Parkway  
Suite 200  
Alpharetta, Georgia**  
(Address of Principal Executive Offices)

**30005**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 678 270-3631**

(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 per share	CLSD	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 22, 2022, Clearside Biomedical, Inc. (the “*Company*”) held its 2022 annual meeting of stockholders (the “*Annual Meeting*”). At the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Amended and Restated Certificate of Incorporation (the “*Amendment*”) to increase the authorized number of shares of common stock from 100,000,000 to 200,000,000. The Amendment, which was filed with the Secretary of State of the State of Delaware on June 22, 2022, is filed as Exhibit 3.1 to this Current Report on Form 8-K.

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

At the Annual Meeting, the Company’s stockholders considered five proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 29, 2022 (the “*Proxy Statement*”). Of the 60,150,442 shares outstanding as of the record date, 43,040,494 shares, or 71.55%, were present or represented by proxy at the Annual Meeting. Set forth below are the results of the matters submitted for a vote of stockholders at the Annual Meeting.

**Proposal No. 1:** Election of two nominees to serve as directors until the 2025 annual meeting of stockholders and until their respective successors are elected and qualified. The votes were cast as follows:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>
George Lasezkay	25,858,015	4,795,428
Christy L. Shaffer	24,798,196	5,855,247

Broker Non-Votes: 12,387,051.

All nominees were elected.

**Proposal No. 2:** Approval, on an advisory basis, of the compensation paid to the Company’s named executive officers, as disclosed in the Proxy Statement. The votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Approval of the compensation paid to the named executive officers	27,580,994	2,989,283	83,166

Broker Non-Votes: 12,387,051.

**Proposal No. 3:** Approval, on an advisory basis, of the preferred frequency of advisory votes on executive compensation. The votes were cast as follows:

	<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstained</u>
Preferred frequency of advisory votes on executive compensation	28,656,823	298,662	249,609	1,448,349

Broker Non-Votes: 12,387,051.

Consistent with the stockholder voting results above and the recommendation of the Board of Directors of the Company as disclosed in the Proxy Statement, the Company has determined to solicit a non-binding advisory vote on the compensation of the Company’s named executive officers every year until the next required stockholder vote on the frequency of such non-binding advisory vote or until the Board of Directors of the Company determines that a different frequency of such non-binding advisory vote is in the best interest of the Company’s stockholders.

**Proposal No. 4:** Ratification of the appointment of Ernst & Young LLP as independent registered public accounting firm for the fiscal year ending December 31, 2022. The votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Ratification of appointment of Ernst & Young LLP	42,850,029	88,831	101,634

**Proposal No. 5:** Approval of an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the authorized number of shares of common stock from 100,000,000 shares to 200,000,000 shares. The votes were cast as follows:

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	Votes For	Votes Against	Abstained
Approval of Increase in Number of Authorized Shares of Common Stock	32,643,531	4,407,975	5,988,988

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Registrant.</a>
104	Cover Page Interactive Data File (embedded with 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.

Date: June 23, 2022

**CLEARSIDE BIOMEDICAL, INC.**

By: /s/ Charles A. Deignan

Name: Charles A. Deignan

Title: Chief Financial Officer

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**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
CLEARSIDE BIOMEDICAL, INC.**

CLEAR SIDE BIOMEDICAL, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*DGCL*”), certifies:

**FIRST:** The name of the corporation is Clearside Biomedical, Inc. (the “*Company*”).

**SECOND:** The Company’s original Certificate of Incorporation was filed on May 26, 2011. The Certificate of Incorporation was last amended and restated by the Fifth Amended and Restated Certificate of Incorporation on June 7, 2016 (the “*Certificate*”).

**THIRD:** The Company’s Board of Directors and stockholders, acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions approving the following amendments to the Certificate:

The second sentence of Article IV of the Certificate is deleted and replaced in its entirety with:

“The total number of shares of all classes of capital stock which the Company shall have authority to issue is two hundred ten million (210,000,000) shares, of which two hundred million (200,000,000) shares shall be Common Stock (the “*Common Stock*”), each having a par value of one-tenth of one cent (\$0.001), and ten million (10,000,000) shares shall be Preferred Stock (the “*Preferred Stock*”), each having a par value of one-tenth of one cent (\$0.001).”

**FOURTH:** All other provisions of the Certificate will remain in full force and effect.

**FIFTH:** This Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the DGCL.

[SIGNATURE PAGE FOLLOWS]

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**IN WITNESS WHEREOF**, this Certificate of Amendment to Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Company on June 22, 2022.

**Clearside Biomedical, Inc.**

By: /s/ George Lasezkay

Name: George Lasezkay

Title: Chief Executive Officer

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