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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): March 7, 2023**

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**BENITEC BIOPHARMA INC.**  
(Exact name of registrant as specified in its charter)

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

**001-39267**  
(Commission  
File Number)

**84-4620206**  
(I.R.S. Employer  
Identification No.)

**3940 Trust Way, Hayward, California**  
(Address of Principal Executive Offices)

**94545**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (510) 780-0819**

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

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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 Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001	BNTC	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.

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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously reported, on September 6, 2022, Benitec Biopharma Inc. (the “Company”) received a letter (the “Notice Letter”) from the Listing Qualifications Department of The Nasdaq Stock Market (“Nasdaq”) notifying the Company that the minimum bid price per share for its common stock fell below \$1.00 for a period of 30 consecutive business days and that therefore the Company did not meet the minimum bid price requirement (the “Bid Price Rule”) set forth in Nasdaq Listing Rule 5550(a)(2). The Notice Letter stated that the Company had 180 calendar days, or until March 6, 2023, to regain compliance with the Bid Price Rule by maintaining a minimum closing bid price of at least \$1.00 for a minimum of 10 consecutive business days at any time during the 180-day period.

On March 7, 2023, Nasdaq notified the Company in writing that while the Company had not regained compliance with the Bid Price Rule, it was eligible for an additional 180 calendar day period, or until September 5, 2023, to regain compliance with the Bid Price Rule. Nasdaq’s determination was based on the Company having met the continued listing requirement for market value of publicly held shares and all other applicable requirements for initial listing on The Nasdaq Capital Market, with the exception of the Bid Price Rule, and on the Company’s written notice to Nasdaq of its intention to cure the deficiency during the second compliance period by effecting a reverse stock split, if necessary. If at any time during this additional time period the closing bid price of the Company’s common stock is at least \$1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written confirmation of compliance and the matter will be closed.

If the Company does not regain compliance by September 5, 2023, then Nasdaq will provide written notification that the Company’s common stock will be delisted, at which point the Company may appeal Nasdaq’s determination to a Hearings Panel. The Company would remain listed on Nasdaq pending the Hearings Panel’s decision. There can be no assurance that, if the Company does appeal the delisting determination by Nasdaq to the Hearings Panel, that such appeal would be successful.

The Company intends to continue to monitor the closing bid price of its common stock and may, if appropriate, consider implementing available options to regain compliance with the minimum bid price requirement, including the implementation of a reverse stock split, if necessary.

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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.

**BENITEC BIOPHARMA INC.**

Date: March 8, 2023

/s/ Jerel A. Banks

Name: Jerel A. Banks

Title: Chief Executive Officer