

---

---

**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): December 6, 2023**

---

**BENITEC BIOPHARMA INC.**

(Exact name of registrant as specified in its charter)

---

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

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

**84-4620206**  
(IRS 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**

---

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.

---

---

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As disclosed in Item 5.07 below, on December 6, 2023, Benitec Biopharma Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “2023 Annual Meeting”). At the 2023 Annual Meeting, the Company’s stockholders approved an amendment (the “Second Plan Amendment”) to the Company’s 2020 Equity and Incentive Compensation Plan, which was previously approved by the Company’s board of directors. A description of the terms of the Second Plan Amendment can be found in *Proposal 4 – Approval of Amendment to the 2020 Equity and Incentive Compensation Plan* in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on October 20, 2023 and incorporated herein by reference. Such summary is qualified in its entirety by reference to the terms of the Second Plan Amendment, a copy of which is attached hereto as Exhibit 10.1 and is incorporated by reference into this Item 5.02.

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

On December 6, 2023, the Company held the 2023 Annual Meeting, which was held virtually. A total of 1,875,790 shares of the Company’s common stock were present or represented by proxy at the 2023 Annual Meeting, representing 73.63% of the issued and outstanding shares entitled to vote at the meeting. Share numbers reported in this Current Report on Form 8-K have been rounded down to the nearest whole share. The proposals voted upon and the final results of the vote were as follows:

**Proposal 1 – Election of Directors.** The results were as follows:

<u>Director Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
Edward Smith	1,324,883	54,892	496,015

**Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
1,782,870	57,064	35,856

**Proposal 3 – Advisory Vote on Executive Compensation.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
1,327,852	47,430	4,493	496,015

**Proposal 4 – Approval of Amendment to the 2020 Equity and Incentive Compensation Plan.** The results were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
1,320,120	56,877	2,778	496,015

Each of the proposals received the required number of votes to be approved by the Company’s stockholders.

---

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<a href="#">Second Amendment to Benitec Biopharma Inc. 2020 Equity and Incentive Compensation Plan, dated as of December 6, 2023 (incorporated by reference to Annex A to the Company's Definitive Proxy Statement on Schedule 14A filed on October 20, 2023).</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.

**BENITEC BIOPHARMA INC.**

Date: December 7, 2023

By: /s/ Jerel A. Banks

Name: Jerel A. Banks

Title: Chief Executive Officer