

**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 6, 2024**

**THIRD HARMONIC BIO, INC.**

(Exact name of Registrant as Specified in Its Charter)

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

**001-41498**  
(Commission  
File Number)

**83-4553503**  
(IRS Employer  
Identification No.)

**1700 Montgomery Street, Suite 210**  
**San Francisco, California**  
(Address of Principal Executive Offices)

**94111**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 209 727-2457**

**N/A**  
(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 \$0.0001 per share	THRD	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.**

On June 6, 2024, Rob Perez notified the Board of Directors (the “**Board**”) of Third Harmonic Bio, Inc. (the “**Company**”) of his decision to resign as a Class I director of the Board, and as Chairperson of the Nominating and Governance Committee of the Board and a member of the Audit Committee of the Board, in each case effective as of June 6, 2024. Mr. Perez’s resignation was not related to any disagreement with the Company over any of its operations, policies, or practices.

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

On June 6, 2024, the Company held its 2024 Annual Meeting of Stockholders and the following proposals were adopted:

1. Election of two Class II directors, identified in the table below, each to serve a three-year term which will expire at the 2027 Annual Meeting of Stockholders and until such time as their respective successors have been duly elected and qualified or until their earlier resignation or removal. The vote tally was as follows:

<u>Nominees</u>	<u>Shares For</u>	<u>Shares Withheld</u>	<u>Broker Non-Votes</u>
Michael Gladstone	32,178,707	2,697,458	3,564,132
H. Martin Seidel, Ph.D.	32,001,769	2,874,396	3,564,132

2. Ratification of the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The vote tally was as follows:

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Abstaining</u>
38,439,263	1,034	0

**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.

**THIRD HARMONIC BIO, INC.**

Date: June 7, 2024

By: /s/ Chris Murphy

Chris Murphy

Chief Financial and Business Officer