

Seres Therapeutics, Inc.  
Form 8-K  
July 01, 2015

**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): July 1, 2015**

**SERES THERAPEUTICS, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-37465**  
**(Commission**  
**File Number)**  
**215 First Street, Cambridge, MA 02142**

**27-4326290**  
**(I.R.S. Employer**  
**Identification No.)**

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**(Address of principal executive offices) (Zip Code)**

**(617) 945-9626**

**(Registrant's telephone number, include area code)**

**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))

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

On July 1, 2015, Seres Therapeutics, Inc. (the Company ) filed the restated certificate of incorporation (the Restated Certificate ) with the Secretary of State of the State of Delaware in connection with the closing of the initial public offering (the IPO ) of shares of its common stock. The Company s board of directors and stockholders previously approved the Restated Certificate to be effective subject to and effective upon the closing of the IPO.

The Restated Certificate amends and restates the Company s certificate of incorporation in its entirety to, among other things: (i) increase the authorized number of shares of common stock to 200,000,000 shares; (ii) eliminate all references to the previously existing series of preferred stock; (iii) authorize 10,000,000 shares of undesignated preferred stock that may be issued from time to time by the Company s board of directors in one or more series; (iv) establish a classified board of directors, divided into three classes, each of whose members will serve for staggered three-year terms; (v) provide that directors may be removed from office only for cause and only upon the affirmative vote of the holders of at least two-thirds of the holders of the Company s capital stock entitled to vote; (vi) eliminate the ability of the Company s stockholders to take action by written consent in lieu of a meeting; and (vii) designate the Court of Chancery of the State of Delaware to be the sole and exclusive forum for certain actions, including, but not limited to, derivative actions or proceedings brought on behalf of the Company or actions asserting claims of breach of a fiduciary duty owned by, or other wrongdoing by, any of the Company s directors, officers, employees or agents to the Company or the Company s stockholders.

The foregoing description of the amendments made by the Restated Certificate is qualified by reference to the Restated Certificate, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On July 1, 2015, in connection with the closing of the IPO, amended and restated bylaws of the Company (the Amended and Restated Bylaws ), previously approved by the Company s board of directors to become effective upon the effectiveness of the Restated Certificate, became effective. The Amended and Restated Bylaws amend and restate the Company s bylaws in their entirety to, among other things: (i) establish procedures relating to the presentation of stockholder proposals at stockholder meetings; (ii) establish procedures relating to the nomination of directors; and (iii) conform to the amended provisions of the Restated Certificate.

The foregoing description of the amendments made in the Amended and Restated Bylaws is qualified by reference to the Amended and Restated Bylaws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 3.1        | Restated Certificate of Incorporation of Seres Therapeutics, Inc. |
| 3.2        | Amended and Restated Bylaws of Seres Therapeutics, Inc.           |

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.

SERES THERAPEUTICS, INC.

Date: July 1, 2015

By: /s/ Roger J. Pomerantz

Roger J. Pomerantz, M.D.  
President and Chief Executive Officer

**EXHIBIT INDEX**

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