

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 20, 2024**

**LIQUIDIA CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-39724**  
(Commission  
File Number)

**85-1710962**  
(IRS Employer  
Identification No.)

**419 Davis Drive, Suite 100, Morrisville, North Carolina**  
(Address of principal executive offices)

**27560**  
(Zip Code)

Registrant's telephone number, including area code: **(919) 328-4400**

(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 (*see* General Instruction A.2. below):

- 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	LQDA	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 20, 2024, Liquidia Corporation, a Delaware corporation (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”). At the Annual Meeting, the following matters were submitted to a vote of stockholders:

1. The election of three (3) Class III directors to serve until the Company’s 2027 Annual Meeting of Stockholders, or until their respective successors shall have been duly elected and qualified;
2. The approval of an amendment to the Company’s Certificate of Incorporation (the “Charter”) to increase the number of authorized shares of common stock from 100,000,000 shares to 115,000,000 shares;
3. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024;
4. The approval, by non-binding advisory vote, of the compensation of the Company’s named executive officers (the “NEOs”); and
5. The approval, by non-binding advisory vote, of the frequency of future votes on the compensation of the NEOs.

At the close of business on April 26, 2024, the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 76,346,024 shares of common stock outstanding and entitled to vote at the Annual Meeting. The holders of 55,069,534 shares of common stock were represented virtually or by proxy at the Annual Meeting, constituting a quorum.

At the Annual Meeting, the three Class III directors were elected, the amendment to the Charter was approved, the appointment of the Company’s independent registered public accounting firm for the year ending December 31, 2024 was ratified, the compensation of the NEOs was approved by non-binding advisory vote and the frequency of future votes on the compensation of the NEOs to occur annually was approved by non-binding advisory vote.

**Proposal No. 1** - Election of Class III Directors

The vote with respect to the election of Class III directors was as follows:

<b>Nominees</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Damian deGoa	34,392,691	1,368,206	19,308,637
Arthur Kirsch	35,036,687	724,210	19,308,637
Paul B. Manning	24,310,666	11,450,231	19,308,637

**Proposal No. 2** - Approval of the Charter amendment

The vote with respect to the approval of the Charter amendment was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
53,674,682	1,349,671	45,181

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**Proposal No. 3** - Ratification of the Appointment of Independent Registered Public Accounting Firm

The vote with respect to the ratification of the appointment of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024 was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
55,016,994	39,568	12,972

**Proposal No. 4** – Approval, by Non-Binding Advisory Vote, of the Compensation of the NEOs

The vote with respect to the approval, by non-binding advisory vote, of the compensation of the NEOs was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
31,829,948	3,823,031	107,918	19,308,637

**Proposal No. 5** – Approval, by Non-Binding Advisory Vote, of the Frequency of Future Votes on the Compensation of the NEOs

The vote with respect to the approval, by non-binding advisory vote, of the frequency of future votes on the compensation of the NEOs was as follows:

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
35,128,226	384,316	220,188	28,167	19,308,637

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit  
No.**

**Exhibit**

<a href="#">3.1</a>	<a href="#">Certificate of Second Amendment of Certificate of Incorporation of Liquidia Corporation.</a>
104	Cover Page Interactive Data File (the cover page tags are 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 hereunto duly authorized.

June 21, 2024

Liquidia Corporation

By: /s/ Michael Kaseta

Name: Michael Kaseta

Title: Chief Financial Officer and Chief Operating Officer

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**CERTIFICATE OF SECOND AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION OF  
LIQUIDIA CORPORATION**

Liquidia Corporation, a corporation duly organized and validly existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify as follows:

**FIRST:** The Certificate of Incorporation, as amended, of the Company (the "Certificate of Incorporation") is hereby amended by deleting the first sentence of Article IV thereof in its entirety and inserting the following in lieu thereof:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Twenty-Five Million (125,000,000), consisting of: (a) One Hundred Fifteen Million (115,000,000) shares of common stock, \$0.001 par value per share ("**Common Stock**"), and (b) Ten Million (10,000,000) shares of Preferred Stock, \$0.001 par value per share ("**Preferred Stock**")."

**SECOND:** Except as explicitly amended by the foregoing amendment, the language of Article IV of the Certificate of Incorporation shall remain unchanged.

**THIRD:** All other provisions of the Certificate of Incorporation shall remain in full force and effect.

**FOURTH:** The foregoing amendment was duly adopted in accordance with the provisions of Section 242(b) of the General Corporation Law of the State of Delaware.

**FIFTH:** That this Certificate of Amendment to the Certificate of Incorporation shall be effective upon filing.

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate of Amendment on this 20th day of June, 2024.

**LIQUIDIA CORPORATION**

By: /s/ Roger A. Jeffs, Ph.D.

Name: Roger A. Jeffs, Ph.D.

Title: Chief Executive Officer

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