

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 16, 2022**

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

Effective as of June 16, 2022, the Board of Directors of Liquidia Corporation (the “Company”) adopted an amendment to its 2020 Long-Term Incentive Plan (the “LTIP”) to increase the number of shares of the Company’s common stock authorized for issuance thereunder by adding 1,600,000 shares and to re-authorize the evergreen provision (the “LTIP Amendment”), following approval of the LTIP Amendment by the Company’s stockholders at the Annual Meeting (as defined below), as set forth in Item 5.07 below.

A detailed description of the LTIP Amendment is contained in the Proxy Statement under the caption “The 2020 LTIP Amendment Proposal” and is incorporated herein by reference. This description is qualified in its entirety by the terms and conditions of the LTIP Amendment, a copy of which is filed as Exhibit 10.1 hereto and incorporated by reference herein.

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

On June 16, 2022, 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 I directors to serve until the Company’s 2025 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 LTIP to increase the number of shares of common stock authorized for issuance thereunder by adding 1,600,000 shares and to re-authorize the evergreen provision; and
3. The ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2022.

At the close of business on April 22, 2022, the record date for the determination of stockholders entitled to vote at the Annual Meeting, there were 64,344,476 shares of common stock outstanding and entitled to vote at the Annual Meeting. The holders of 51,802,074 shares of common stock were represented virtually or by proxy at the Annual Meeting, constituting a quorum.

At the Annual Meeting, the three Class I directors were elected, the amendment to the LTIP was approved and the appointment of the Company’s independent registered public accounting firm for the year ending December 31, 2022 was ratified.

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

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

<b>Nominees</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Dr. Stephen Bloch	22,050,729	7,391,499	22,359,846
Dr. Joanna Horobin	23,514,877	5,927,351	22,359,846
Roger A. Jeffs, Ph.D.	29,277,575	164,653	22,359,846

**Proposal No. 2** – Approval of the LTIP amendment

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

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
20,724,345	8,639,572	78,311	22,359,846

**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, 2022 was as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
51,733,844	11,951	56,279

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**No.** **Exhibit**

10.1 Amendment to 2020 Long-Term Incentive Plan.

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 17, 2022

Liquidia Corporation

By: /s/ Michael Kaseta

Name: Michael Kaseta

Title: Chief Financial Officer

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**AMENDMENT TO THE  
LIQUIDIA CORPORATION 2020 LONG-TERM INCENTIVE PLAN**

The Board of Directors (the “*Board*”) of Liquidia Corporation, a Delaware corporation (the “*Company*”), hereby makes this Amendment (this “*Amendment*”) to the Liquidia Corporation 2020 Long-Term Incentive Plan (the “*Plan*”), this 19th day of April 2022. Subject to the approval of the Company’s shareholders at the 2022 Annual Meeting, the effective date of this Amendment shall be June 16, 2022.

**WHEREAS**, the Company originally established the Plan for purposes of providing compensation and incentive awards to employees, officers and service providers that are based on the Company’s common stock, par value \$0.001 per share (the “*Stock*”) in order to strengthen the Company’s ability to attract, motivate and retain management and service providers of experience and ability, and to encourage the highest level of performance in the Company’s financial success and growth; and

**WHEREAS**, the Company now desires to amend the Plan to increase the number of shares of Stock available for issuance pursuant to the Plan and re-authorize the evergreen provision.

**NOW THEREFORE**, for and in consideration of the foregoing and the agreements contained herein, the Plan shall be amended as follows:

1. *Defined Terms*. Unless otherwise defined herein, capitalized terms used herein shall have the same meaning ascribed to them in the Plan.
2. *Amendments*.

Section 17 is hereby amended to add the following definition:

“*Amendment Date*” means June 16, 2022;

Section 5(a) is hereby amended and restated in its entirety as follows:

(a) *Share Pool*. Subject to adjustments as provided in Section 10 of the Plan, the number of shares of Common Stock issuable pursuant to Awards that may be granted under the Plan shall equal the sum of the following: (i) 1,700,000 shares that were originally reserved in connection with the adoption of the Plan (as of the Effective Date); plus (ii) 3,824,941 of shares that were added to the Plan from the Effective Date until the Amendment Date based on the evergreen provision in the Plan; plus (iii) 1,600,000 newly reserved shares in connection with the amendment to the Plan (as of the Amendment Date); (subsections (i), (ii), and (iii) referred to as the “*Share Pool*”).

Section 5(b)(i) is hereby amended and restated in its entirety as follows:

(i) The Share Pool shall be increased automatically, without further action of the Board, on January 1st of each calendar year following the Amendment Date and ending on (and including) January 1, 2030, by a number of shares of Common Stock equal to the lesser of (A) four percent (4%) of the aggregate number of shares of Common Stock outstanding on December 31st of the immediately preceding calendar year, excluding for this purpose any such outstanding shares of Common Stock that were granted under this Plan and remain unvested and subject to forfeiture as of the relevant December 31st, or (B) a lesser number of shares of Common Stock determined by the Board or Compensation Committee prior to the relevant January 1st.

3. *Remainder of the Plan*. Except as expressly provided herein, the Plan remains in full force and effect.

*(Signature Page Follows)*

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IN WITNESS WHEREOF, this Amendment is executed effective as of the date first written above.

LIQUIDIA CORPORATION

By: Roger Jeffs

Its: Chief Executive Officer

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