

**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) May 16, 2022**

**AquaBounty Technologies, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-36426**  
(Commission  
File Number)

**04-3156167**  
(IRS Employer  
Identification No.)

**2 Mill & Main Place, Suite 395, Maynard, Massachusetts**  
(Address of principal executive offices)

**01754**  
(Zip Code)

**978-648-6000**

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

Title of each class	Trading Symbol(s)	Name of exchange on which registered
<b>Common Stock, par value \$0.001 per share</b>	<b>AQB</b>	<b>The NASDAQ Stock Market LLC</b>

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 7.01. Regulation FD Disclosure.**

On May 16, 2022, AquaBounty Technologies, Inc. (the “Company”) filed a supplement (“Supplement”) to its definitive proxy statement filed with the Securities and Exchange Commission on April 14, 2022 to reduce the requested increase in authorized shares of the Company’s common stock, \$0.001 par value per share (“Common Stock”) from 200 million to 150 million, pursuant to Proposal 3 (to approve an amendment to the Company’s Third Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of Common Stock). A copy of the Supplement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On May 17, 2022, the Company issued a press release announcing the adjournment of the 2022 Annual Meeting of Stockholders. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The information included in this Current Report on Form 8-K pursuant to Item 7.01, including Exhibits 99.1 and 99.2 attached hereto, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.***(d) Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u><a href="#">Supplement to the Definitive Proxy Statement, dated May 16, 2022, furnished herewith.</a></u>
<u>99.2</u>	<u><a href="#">Press release issued by AquaBounty Technologies, Inc. on May 17, 2022, furnished herewith.</a></u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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## 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.

May 17, 2022

AquaBounty Technologies, Inc.  
(Registrant)

/s/ David A. Frank  
David A. Frank  
Chief Financial Officer



## **AquaBounty Announces Adjournment of Annual Meeting of Stockholders until May 27, 2022**

**MAYNARD, Mass., May 17, 2022** -- AquaBounty Technologies, Inc. (NASDAQ: AQB) (“AquaBounty” or the “Company”), a land-based aquaculture company utilizing technology to enhance productivity and sustainability, today announced the adjournment of its 2022 Annual Meeting of Stockholders (“Annual Meeting”), with respect to all proposals set forth in its Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on April 14, 2022 (the “Proxy Statement”) until May 27, 2022 at 8:30 AM (Eastern Time). The Annual Meeting was convened and adjourned without any business being conducted.

The Annual Meeting will resume as a virtual meeting held via live webcast on the Internet on May 27, 2022, at 8:30 AM (Eastern Time) at [www.meetnow.global/MC57T9H](http://www.meetnow.global/MC57T9H). The record date for determining stockholders eligible to vote at the Annual Meeting will remain the close of business on March 30, 2022.

During the current adjournment, the Company continues to solicit votes from its stockholders with respect to all proposals set forth in the Proxy Statement.

At the time the Annual Meeting was adjourned, proxies had been submitted by stockholders representing approximately 63% of the Company’s shares outstanding and entitled to vote, which constituted a quorum. At the time of the Annual Meeting, votes were sufficient to approve 1 (electing eight directors to serve on the Company’s Board of Directors) and 2 (ratification of the Company’s independent registered public accounting firm), but were not sufficient to approve Proposal 3 (to approve an amendment to the Company’s Third Amended and Restated Certificate of Incorporation, as amended, to increase the number of authorized shares of the Company’s common stock, \$0.001 par value per share (“Common Stock”), from 80,000,000 to 150,000,000). Further information on Proposal 3 may be found in the Proxy Statement, as supplemented. The Company’s Board of Directors believes that the approval of Proposal 3 is in the best interests of the Company and its stockholders. In the event Proposal 3 is not approved, there may not be sufficient shares of Common Stock for the Company to raise necessary capital to continue and grow its operations.

Proxies previously submitted with respect to the Annual Meeting will be voted on all proposals at the adjourned Annual Meeting unless properly revoked, and stockholders who have previously submitted a proxy or otherwise voted need not take any action.

The Company encourages all stockholders of record as of March 30, 2022 who have not yet voted to do so by 8:30 AM, Eastern Time, on May 27, 2022. If you have questions or need assistance voting your shares, please contact:

Georgeson LLC  
1290 Avenue of the Americas, 9<sup>th</sup> Floor  
New York, NY 10104  
Toll Free: 800-457-0759

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## **Additional Information and Where to Find It**

In connection with the Annual Meeting, the Company has filed a definitive Proxy Statement with the U.S. Securities and Exchange Commission (the "SEC") on April 14, 2022. The Company, its directors, its executive officers and certain other individuals set forth in the Proxy Statement, as supplemented, will be deemed participants in the solicitation of proxies from stockholders in respect of the Annual Meeting. Information regarding the names of the Company's directors and executive officers and certain other individuals and their respective interests in the Company by security holdings or otherwise is set forth in the Proxy Statement. **BEFORE MAKING ANY VOTING DECISION, STOCKHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE PROXY STATEMENT AND ANY SUPPLEMENTS THERETO AND ACCOMPANYING PROXY CARD.** Stockholders may obtain copies of all documents filed by the Company with the SEC, including the Proxy Statement, free of charge at the SEC's website, [www.sec.gov](http://www.sec.gov).

### **About AquaBounty**

At AquaBounty Technologies, Inc. (NASDAQ: AQB), we believe we are a leader in land-based aquaculture leveraging decades of technology expertise to deliver disruptive solutions that address food insecurity and climate change issues. We are committed to feeding the world efficiently, sustainably and profitably. AquaBounty provides fresh Atlantic salmon to nearby markets by raising its fish in carefully monitored land-based fish farms through a safe, secure and sustainable process. The Company's land-based Recirculating Aquaculture System ("RAS") farms, located in Indiana, United States and Prince Edward Island, Canada, are close to key consumption markets and are designed to prevent disease and to include multiple levels of fish containment to protect wild fish populations. AquaBounty is raising nutritious salmon that is free of antibiotics and contaminants and provides a solution resulting in a reduced carbon footprint and no risk of pollution to marine ecosystems as compared to traditional sea-cage farming. For more information on AquaBounty, please visit [www.aquabounty.com](http://www.aquabounty.com) or follow us on Facebook, Twitter, LinkedIn and Instagram.

### **Company Contact:**

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### **Investor Relations:**

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