

**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): September 26, 2024

Seres Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37465
(Commission
File Number)

27-4326290
(IRS Employer
Identification No.)

101 Cambridgepark Drive
Cambridge, MA
(Address of principal executive offices)

02140
(Zip Code)

Registrant's telephone number, including area code: (617) 945-9626

Not Applicable

(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 \$0.001 per share	MCRB	Nasdaq Global Select Market

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 5.07 Submission of Matters to a Vote of Security Holders

On September 26, 2024, Seres Therapeutics, Inc. (“Seres” or the “Company”) held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, the Company’s stockholders voted on a proposal to approve the sale of Seres’ VOWST microbiome therapeutic business (the “VOWST Business”) to Société des Produits Nestlé S.A., a *société anonyme* organized under the laws of Switzerland (“SPN”), and a wholly-owned subsidiary of Nestlé S.A., and its designated affiliates (the “Transaction”) pursuant to the Asset Purchase Agreement, dated August 5, 2024 (the “Purchase Agreement”), between the Company and SPN (such proposal, the “Transaction Proposal”). The Transaction Proposal and certain other proposals are described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on August 26, 2024.

As of 5:00 p.m., Eastern Time, on August 19, 2024, the record date for the Special Meeting, there were 152,381,739 shares of common stock, par value \$0.001 per share, of Seres (“Seres common stock”) outstanding, each of which was entitled to one vote on each proposal at the Special Meeting. At the Special Meeting, a total of 84,337,779 shares of Seres common stock, representing approximately 55.34% of the outstanding shares of Seres common stock entitled to vote, were present virtually or represented by proxy, constituting a quorum to conduct business.

The number of votes cast for and against, as well as abstention votes, with respect to each proposal presented at the Special Meeting was as follows:

Proposal No. 1: The Transaction Proposal

The Company’s stockholders approved the proposed sale of the Company’s VOWST Business to SPN pursuant to the terms of the Purchase Agreement as follows:

FOR	AGAINST	ABSTAIN
77,099,464	7,081,341	156,974

Proposal No. 2: The Compensation Proposal

The Company’s stockholders approved, on a non-binding, advisory basis, certain compensation that will or may become payable to the Company’s named executive officers in connection with the Transaction as follows:

FOR	AGAINST	ABSTAIN
63,060,361	20,912,098	365,320

Proposal No. 3: The Adjournment Proposal

The Company’s stockholders approved the proposal to adjourn the Special Meeting to a later date or dates, if necessary, to solicit additional proxies to approve the Transaction Proposal as follows:

FOR	AGAINST	ABSTAIN
73,771,613	10,272,074	294,092

However, because the Transaction Proposal to approve the proposed sale of the Company's VOWST Business to SPN was approved, the adjournment of the Special Meeting was not necessary to continue to solicit additional proxies and, accordingly, the Special Meeting was not adjourned.

Item 9.01 Financial Statements and Exhibits

Exhibits

Exhibit No.	Description
99.1	Press Release issued by Seres Therapeutics, Inc., dated September 26, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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: September 26, 2024

By: /s/ Eric D. Shaff

Name: Eric D. Shaff

Title: President and Chief Executive Officer

**SERES THERAPEUTICS STOCKHOLDERS APPROVE SALE OF VOWST™
TO NESTLÉ HEALTH SCIENCE; SALE EXPECTED TO CLOSE ON SEPTEMBER 30**

CAMBRIDGE, Mass.— September 26, 2024 — Seres Therapeutics, Inc. (Nasdaq: MCRB), (“Seres” or the “Company”), a leading live biotherapeutics company, today announced that its stockholders voted to approve the previously announced proposed sale of the Company’s VOWST business to Société des Produits Nestlé S.A. Seres will file a Current Report on Form 8-K with the SEC which details the voting results. The transaction is expected to close on September 30, 2024, subject to the satisfaction of customary closing conditions.

About Seres Therapeutics

Seres Therapeutics, Inc. (Nasdaq: MCRB) is a clinical-stage company focused on improving patient outcomes in medically vulnerable populations through novel live biotherapeutics. Seres led the successful development and approval of VOWST™, the first FDA-approved orally administered microbiome therapeutic, which will be sold to Nestlé Health Science in a transaction expected to be close in September 2024. The Company is developing SER-155, which has demonstrated a significant reduction in bloodstream infections and related complications (as compared to placebo) in a clinical study in patients undergoing allogeneic Hematopoietic Stem Cell Transplantation (allo-HSCT). The Company is also advancing additional cultivated oral live biotherapeutics for medically vulnerable populations, including those with chronic liver disease, cancer neutropenia, and solid organ transplants. For more information, please visit www.serestherapeutics.com.

Background on Nestlé Health Science Collaboration and VOWST

In July 2021, Seres entered a license agreement with Nestlé Health Science that granted a co-exclusive license to develop and commercialize VOWST. In April 2023, VOWST obtained FDA approval to prevent the recurrence of *Clostridioides difficile* infection (CDI) in adults following antibacterial treatment for recurrent CDI (rCDI), followed by commercial launch in June 2023 led by Nestlé Health Science. Under the pending agreement, Nestlé Health Science will obtain full ownership of the VOWST business. Seres will support the full transition of VOWST to Nestlé and the continuity of the supply chain through a customary transition service agreement.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including statements about the financial terms, timing and completion of the sale of the VOWST business to SPN; and other statements which are not historical fact.

These forward-looking statements are based on management’s current expectations. These statements are neither promises nor guarantees, but involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward- looking statements, including, but not limited to, the following: (1) we have incurred significant losses, are not currently profitable and may never become profitable; (2) our need for additional funding;

(3) our history of operating losses; (4) the restrictions in our debt agreement; (5) our novel approach to therapeutic intervention; (6) our reliance on third parties to conduct our clinical trials and manufacture our product candidates; (7) the competition we will face; (8) our ability to protect our intellectual property; (9) our ability to retain key personnel and to manage our growth; (10) the occurrence of any event, change or other circumstance that could give rise to the termination of the Asset Purchase Agreement governing the Transaction; (10) our failure to satisfy any of the conditions to the completion of the Transaction; (11) the effect of the announcement of the Transaction on our ability to retain and hire key personnel and maintain relationships with our customers, suppliers, advertisers, partners and others with whom we do business, or on our operating results and businesses generally; (12) the risks associated with the disruption of management's attention from ongoing business operations due to the Transaction and the obligation to provide transition services; (13) our failure to receive the installment payments or the milestone payments in the future; (14) the significant costs, fees and expenses related to the Transaction; (15) the uncertainty of impact of the 50/50 profit and loss sharing arrangement on our reported results and liquidity; (16) the risk that the Transaction will not be completed within the expected time period or at all and (17) we may not be able to realize the anticipated benefits of the Transaction. These and other important factors discussed under the caption "Risk Factors" in our Quarterly Report on Form 10-Q filed with the SEC, on August 13, 2024, and our other reports filed with the SEC could cause actual results to differ materially from those indicated by the forward-looking statements made in this press release. Any such forward-looking statements represent management's estimates as of the date of this press release. While we may elect to update such forward-looking statements at some point in the future, we disclaim any obligation to do so, even if subsequent events cause our views to change. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this press release.

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