

**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 28, 2019

**ATYR PHARMA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)  
**3545 John Hopkins Court, Suite #250**  
**San Diego, California**  
(Address of principal executive offices)

**001-37378**  
(Commission File Number)

**20-3435077**  
(IRS Employer  
Identification No.)

**92121**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 731-8389**

**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	LIFE	The NASDAQ Capital 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 3.03 Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

At the Annual Meeting of Stockholders of aTyr Pharma, Inc. (the “Company”) held on May 8, 2019, the Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation (the “Amendment”) to effect a reverse stock split of the Company’s common stock at a ratio in the range of one-for-three (1:3) to one-for-fifteen (1:15), with such ratio to be determined in the discretion of the Company’s Board of Directors (the “Board”).

Pursuant to such authority granted by the Company’s stockholders, the Board approved a one-for-fourteen (1:14) reverse stock split (the “Reverse Stock Split”) of the Company’s common stock and the filing of the Amendment to effectuate the Reverse Stock Split. The Amendment was filed with the Secretary of State of the State of Delaware on June 28, 2019, and the Reverse Stock Split will become effective in accordance with the terms of the Amendment at 5:00 p.m. Eastern Time on June 28, 2019 (the “Effective Time”).

The Amendment provides that, at the Effective Time, every 14 shares of the Company’s issued and outstanding common stock will automatically be combined into one issued and outstanding share of common stock, without any change in par value per share.

As a result of the Reverse Stock Split, the number of shares of common stock outstanding will be reduced from approximately 49.4 million shares to approximately 3.5 million shares, the number of authorized shares of common stock will be reduced from 150.0 million shares to 10.7 million shares and the number of shares of common stock issuable upon conversion of the outstanding shares of the Company’s Series X Preferred Stock will be reduced from 8.2 million shares to 0.6 million shares. As a result of the Reverse Stock Split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all then outstanding stock options, restricted stock units and warrants, which will result in a proportional decrease in the number of shares of the Company’s common stock reserved for issuance upon exercise or vesting of such stock options, restricted stock units and warrants, and, in the case of stock options and warrants, a proportional increase in the exercise price of all such stock options and warrants. In addition, the number of shares reserved for issuance under the Company’s equity compensation plans immediately prior to the Effective Time will be reduced proportionately.

No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders of record who would otherwise be entitled to receive a fractional share will be entitled to rounding up of the fractional share to the nearest whole number.

The Company’s common stock will begin trading on the Nasdaq Capital Market on a split-adjusted basis when the market opens on July 1, 2019. The Company’s common stock will continue to trade under the ticker symbol “LIFE” and the new CUSIP number for the Company’s common stock following the Reverse Stock Split is 002120 202.

The foregoing description is qualified in its entirety by the Amendment, which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### **Item 8.01 Other Events**

On June 28, 2019, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

(d) Exhibits.

3.1 [Certificate of Amendment to Restated Certificate of Incorporation of aTyr Pharma, Inc.](#)

99.1 [Press Release of aTyr Pharma, Inc., dated June 28, 2019](#)

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**SIGNATURE**

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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.

**ATYR PHARMA, INC.**

By: /s/ Jill M. Broadfoot  
Jill M. Broadfoot  
Chief Financial Officer

Date: June 28, 2019

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CERTIFICATE OF AMENDMENT

**TO THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
ATYR PHARMA, INC.**

aTyr Pharma, Inc. (the “**Corporation**”), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

**FIRST:** That the name of the Corporation is aTyr Pharma, Inc. The date of the filing of its original Certificate of Incorporation with the Secretary of State of Delaware was September 8, 2005.

**SECOND:** That the Board of Directors of the Corporation duly adopted resolutions approving the following amendment of the Restated Certificate of Incorporation, declaring said amendment to be advisable and providing for such consideration of such amendment at the Corporation’s annual meeting of the stockholders.

**THIRD:** On May 8, 2019, the Corporation’s annual meeting of the stockholders was duly called and held, upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**FOURTH:** Pursuant to and in accordance with Section 242 of the DGCL, the first sentence of Article IV of the Restated Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

The total number of shares of capital stock which the Corporation shall have authority to issue is Seventeen Million Nine Hundred Ninety-Nine Thousand Seven Hundred Forty Two (17,999,742), of which (i) Ten Million Seven Hundred Fourteen Thousand Two Hundred Eighty Six (10,714,286) shares shall be a class designated as common stock, par value \$0.001 per share (the “**Common Stock**”), and (ii) Seven Million Two Hundred Eighty-Five Thousand Four Hundred Fifty Six (7,285,456) shares shall be a class designated as preferred stock, par value \$0.001 per share (the “**Preferred Stock**”), of which 72,000 shares are designated Series B Convertible Preferred Stock (“**Series B Preferred Stock**”), 15,957 shares are designated Series C Convertible Preferred Stock (“**Series C Preferred Stock**”), 2,197,499 shares are designated Series D Convertible Preferred Stock (“**Series D Preferred Stock**”), and together with the Series B Preferred Stock and Series C Preferred Stock, the “**Designated Preferred Stock**”), and Five Million (5,000,000) shares shall be undesignated preferred stock (the “**Undesignated Preferred Stock**”).

Effective as of 5:00 p.m. Eastern Standard Time on June 28, 2019 (the “**Effective Time**”), each fourteen (14) shares of the Corporation’s Common Stock, par value of \$0.001 per share, issued and outstanding immediately prior to the Effective Time shall automatically without further action on the part of the Corporation or any holder of such Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of Common Stock, par value of \$0.001 per share, subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive fractional

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shares shall be entitled to the rounding up of the fractional share to the nearest whole number. Each certificate that immediately prior to the Effective Time represented shares of Common Stock (“**Old Certificates**”), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the elimination of fractional share interests as described above.

**FIFTH:** That this Certificate of Amendment to the Restated Certificate of Incorporation shall be effective at 5:00 p.m. Eastern Standard Time on June 28, 2019.

**IN WITNESS WHEREOF**, this Certificate of Amendment to the Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this 28<sup>th</sup> day of June, 2019.

By: /s/ Sanjay S. Shukla  
Sanjay S. Shukla, President

**IMMEDIATE RELEASE****Contact:**

Joyce Allaire

Managing Director, LifeSci Advisors, LLC

[jallaire@lifesciadvisors.com](mailto:jallaire@lifesciadvisors.com)**aTyr Pharma Announces Reverse Stock Split to Regain NASDAQ Compliance**

SAN DIEGO – June 28, 2019 – aTyr Pharma, Inc. (Nasdaq: LIFE), a biotherapeutics company engaged in the discovery and development of innovative medicines based on novel biological pathways, today announced that its Board of Directors has approved a one-for-14 reverse stock split of its common stock that is scheduled to become effective after trading closes on June 28, 2019. The company's common stock will begin trading on the Nasdaq Capital Market on a split adjusted basis when the market opens on July 1, 2019. The company's common stock will continue to trade under the symbol "LIFE." At the company's Annual Meeting of Stockholders held on May 8, 2019, the company's stockholders approved a proposal authorizing the company's Board of Directors to effect a reverse stock split in a range of 1:3 to 1:15 to help regain compliance with the Nasdaq minimum bid price requirement.

The reverse stock split uniformly affects all issued and outstanding shares of the company's common stock. The reverse stock split will not alter any stockholder's percentage ownership interest in the company, except to the extent that the reverse stock split results in fractional shares. No fractional shares will be issued in connection with the reverse stock split. Any fractional share that would result from the reverse stock split will be rounded up to the nearest whole share.

The par value of the company's common stock will remain unchanged at \$0.001 per share after the reverse stock split.

The reverse stock split will reduce the number of shares of common stock issued and outstanding from approximately 49.4 million to approximately 3.5 million. The number of shares of common stock issuable upon conversion of the outstanding shares of the company's preferred stock will be reduced from 8.2 million shares to 0.6 million shares. In addition, the number of authorized shares of common stock will be reduced from 150.0 million to 10.7 million.

The reverse stock split proportionately affects the number of shares of common stock available for issuance under the company's equity incentive plans. All options, warrants, stock awards and convertible securities of the company outstanding immediately prior to the reverse stock split will be adjusted in accordance with their terms.

The company's transfer agent, American Stock Transfer & Trust Company, LLC (AST), is acting as the exchange agent for the reverse stock split. AST will provide instructions to stockholders of record regarding the exchange of stock certificates. Stockholders who hold their shares in brokerage accounts or "street name" are not required to take any action to effect the exchange of their shares.

## **About aTyr**

aTyr is a biotherapeutics company engaged in the discovery and development of innovative medicines based on novel biological pathways. aTyr's research and development efforts are concentrated on a newly discovered area of biology, the extracellular functionality of tRNA synthetases. aTyr has built a global intellectual property estate directed to a potential pipeline of protein compositions derived from 20 tRNA synthetase genes. aTyr is focused on the therapeutic translation of the Resokine pathway, comprised of extracellular proteins derived from the histidyl tRNA synthetase gene family. ATYR1923 is a clinical-stage product candidate which binds to the neuropilin-2 receptor and is designed to down-regulate immune engagement in interstitial lung diseases and other immune-mediated diseases. For more information, please visit <http://www.atyrpharma.com>.

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Litigation Reform Act. Forward-looking statements are usually identified by the use of words such as "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "seeks," "should," "will," and variations of such words or similar expressions. We intend these forward-looking statements to be covered by such safe harbor provisions for forward-looking statements and are making this statement for purposes of complying with those safe harbor provisions. These forward-looking statements, including statements regarding the effect of the reverse stock split on our stock price and compliance with Nasdaq listing requirements, reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. All forward-looking statements are based on estimates and assumptions by our management that, although we believe to be reasonable, are inherently uncertain. Furthermore, actual results may differ materially from those described in these forward-looking statements and will be affected by a variety of risks and factors that are beyond our control including, without limitation, risks associated with the discovery, development and regulation of our product candidates, the risk that we may cease or delay preclinical or clinical development activities for any of our existing or future product candidates for a variety of reasons (including difficulties or delays in patient enrollment in current and planned clinical trials), and the risk that we may not be able to raise the additional funding required for our business and product development plans, as well as those risks set forth in our most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and in our other SEC filings. Except as required by law, we assume no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.