

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**June 12, 2024**  
Date of Report (date of earliest event reported)

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**Prime Medicine, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of incorporation)  
**60 First Street**  
**Cambridge, MA**  
(Address of principal executive offices)

**001-41536**  
(Commission File Number)

**84-3097762**  
(I.R.S. Employer Identification No.)

**02141**  
(Zip code)

**(617) 564-0013**  
(Registrant's telephone number, including area code)  
**21 Erie Street, Cambridge MA 02139**  
(Former name or former address, if changed since last report)

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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 \$.00001 per share	PRME	The Nasdaq Global 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 (§250.12b-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.

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

On June 12, 2024, Prime Medicine, Inc. (the “Company”) held its 2024 annual meeting of stockholders (the “Annual Meeting”) in a virtual meeting format via live webcast. As further described in Item 5.07 to this Current Report on Form 8-K, at the Annual Meeting, the Company’s stockholders approved an amendment to the Company’s Third Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) to limit the liability of certain officers of the Company as permitted by Delaware law, as detailed in the Company’s definitive proxy statement (the “Proxy Statement”) filed on April 29, 2024 with the U.S. Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934, as amended. The Certificate of Amendment was previously approved by the Company’s Board of Directors, subject to approval by the Company’s stockholders.

On June 12, 2024, the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware and the Certificate of Amendment became effective upon filing.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

The Annual Meeting was held on June 12, 2024. Proxies were solicited pursuant to the Proxy Statement. As of the close of business on April 19, 2024, the record date for the Annual Meeting, the number of shares of the Company’s common stock, \$0.00001 par value per share (“Common Stock”), outstanding and entitled to vote at the Annual Meeting was 120,028,813. The number of shares of Common Stock present in person or by remote communication, if applicable, or represented by valid proxy at the Annual Meeting was 107,063,267, thus establishing a quorum for the transaction of business at the Annual Meeting. Shares present virtually during the Annual Meeting were considered shares of Common Stock represented in person at the Annual Meeting. Each share of Common Stock was entitled to one vote with respect to matters submitted to the Company’s stockholders at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders voted on the following matters, all of which were described in the Proxy Statement: (i) to elect Wendy Chung, M.D., Ph.D., Kaye Foster, Keith Gottesdiener, M.D., and Jeffrey Marrazzo as Class II Directors, each to serve until the Company’s 2027 annual meeting of stockholders, and until his or her respective successor shall have been duly elected and qualified, or until his or her earlier death, resignation or removal (“Proposal 1”), (ii) to approve the Certificate of Amendment to limit the liability of certain of the Company’s officers as permitted by Delaware law (“Proposal 2”), and (iii) to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 (“Proposal 3”). The final voting results are set forth below.

Proposal 1 – Each of the following nominees was elected as a Class II Director to serve until the Company’s 2027 annual meeting of stockholders, and until his or her respective successor shall have been duly elected and qualified, or until his or her earlier death, resignation or removal, based on the following votes:

Class II Director Nominee	For	Withheld	Broker Non-Votes
Wendy Chung, M.D., Ph.D.	84,178,132	15,425,615	7,459,520
Kaye Foster	99,386,538	217,209	7,459,520
Keith Gottesdiener, M.D.	99,397,598	206,149	7,459,520
Jeffrey Marrazzo	98,518,409	1,085,338	7,459,520

Proposal 2 – The Certificate of Amendment to limit the liability of certain of the Company’s officers as permitted by Delaware law was approved, based on the following votes:

For	Against	Abstentions	Broker Non-Votes
91,545,146	7,857,228	201,373	7,459,520

Proposal 3 – The appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 was ratified, based on the following votes:

<b>For</b>	<b>Against</b>	<b>Abstentions</b>
106,909,152	3,764	150,351

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Third Amended and Restated Certificate of Incorporation of Prime Medicine, Inc.</a>
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.

Date: June 12, 2024

Prime Medicine, Inc.

By: /s/ Keith Gottesdiener

Name: Keith Gottesdiener, M.D.

Title: President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
TO THE  
THIRD AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
PRIME MEDICINE, INC.**

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

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

1. The Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware (the “DGCL”) on September 13, 2019. A Third Amended and Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on October 24, 2022 (the “Charter”). Pursuant to Section 242 of the DGCL, this Certificate of Amendment (this “Amendment”) amends certain provisions of the Charter.

2. This Amendment has been approved and duly adopted by the Corporation’s Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.

3. The Charter is hereby amended by adding a new Article X to read in its entirety as follows:

“ARTICLE X

LIMITATION OF OFFICER LIABILITY

1. Officers. To the fullest extent permitted by the DGCL, an Officer (as defined below) of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as an Officer of the Corporation, except for liability (a) for any breach of the Officer’s duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Officer derived an improper personal benefit, or (d) arising from any claim brought by or in the right of the Corporation. If the DGCL is amended after the effective date of this Certificate to authorize corporate action further eliminating or limiting the personal liability of Officers, then the liability of an Officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. For purposes of this Article X, “Officer” shall mean an individual who has been duly appointed as an officer of the Corporation and who, at the time of an act or omission as to which liability is asserted, is deemed to have consented to service of process to the registered agent of the Corporation as contemplated by 10 Del. C. § 3114(b).

2. Amendment or Modification. Any amendment, repeal or modification of this Article X by either of (i) the stockholders of the Corporation or (ii) an amendment to the DGCL, shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring before such amendment, repeal or modification of a person serving as an Officer at the time of such amendment, repeal or modification.”

4. All other provisions of the Charter shall remain in full force and effect.

*[Remainder of page intentionally left blank]*

IN WITNESS WHEREOF, this Amendment, having been duly adopted in accordance with Section 242 of the DGCL, has been duly executed by a duly authorized officer of the Corporation on this 12<sup>th</sup> day of June, 2024.

**Prime Medicine, Inc.**

By: /s/ Keith Gottesdiener  
Name: Keith Gottesdiener, M.D.  
Title: President and Chief Executive Officer