
**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 22, 2025

MAIA Biotechnology, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41455
(Commission
File Number)

83-1495913
(IRS Employer
Identification No.)

444 West Lake Street, Suite 1700
Chicago, IL
(Address of principal executive offices)

60606
(Zip Code)

(312) 416-8592
(Registrant's telephone number, including area code)

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	MAIA	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 May 22, 2025, MAIA Biotechnology, Inc. (the “Company”) (NYSE American: MAIA) held its 2025 Annual Meeting of stockholders (the “Annual Meeting”). For more information on the proposals, which are described below, please refer to the Company’s definitive proxy statement, dated April 8, 2025, as filed by the Company with the Securities and Exchange Commission on April 8, 2025.

As of the record date of March 24, 2025, there were 29,587,314 shares of the Company’s common stock issued and outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, there were present, in person or by proxy, shareholders holding an aggregate of 19,822,242 shares of common stock, representing approximately 66.9% of the shares of common stock issued and outstanding and entitled to vote at the Annual Meeting; therefore a quorum was present. The following matters were submitted to a vote of stockholders at the Annual Meeting:

1. Election of Directors

Stockholders re-elected both of the Company’s Class III nominees for director for three-year terms expiring on the annual meeting of stockholders to be held in 2028 or until their successors are duly elected and qualified. Each of the nominees is currently serving as a member of our board of directors. The voting results were as follows:

Directors	For	Withheld	Broker Non-Votes
Jean-Manassé Theagène	13,774,566	670,727	5,376,949
Stan V. Smith	13,123,639	1,321,654	5,376,949

2. Ratification of Auditors

Stockholders ratified the appointment of Grant Thornton LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2025. The voting results were as follows:

For	Against	Abstain
19,151,887	436,639	233,716

3. Authorized Share Increase Proposal

Approval of an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase the Company’s authorized common stock from 70,000,000 shares to 150,000,000 shares:

For	Against	Abstain
16,869,486	2,186,471	766,285

Item 8.01 Other Events.

On May 22, 2025, the Company filed a Certificate of Amendment to amend Company’s Amended and Restated Certificate of Incorporation to increase the Company’s authorized common stock from 70,000,000 shares to 150,000,000 shares.

A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of MAIA Biotechnology, Inc.</u>
104	Cover Page Interactive Data File (formatted as inline XBRL).

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.

Dated: May 22, 2025

MAIA BIOTECHNOLOGY, INC.

By: /s/ Vlad Vitoc

Name: Vlad Vitoc

Title: Chief Executive Officer

Delaware

The First State

Page 1

*I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE
STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MAIA
BIOTECHNOLOGY, INC.", FILED IN THIS OFFICE ON THE TWENTY-SECOND
DAY OF MAY, A.D. 2025, AT 11:43 O`CLOCK A.M.*



7003745 8100
SR# 20252561220

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, reading "C. B. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 203760819
Date: 05-22-25

CERTIFICATE OF AMENDMENT
to
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
of
MAIA BIOTECHNOLOGY, INC.

Under Section 242 of the Delaware General Corporation Law, MAIA BIOTECHNOLOGY, INC., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), does hereby certify as follows:

FIRST: The name of the Corporation is MAIA Biotechnology, Inc. The Certificate of Incorporation was filed with the Secretary of State of the State of Delaware (the “**Secretary of State**”) on August 3, 2018 and amended and restated on August 1, 2022 (the “**Certificate of Incorporation**”).

SECOND: This Certificate of Incorporation of the Corporation is hereby amended by amending and restating ARTICLE FOURTH of the Corporation’s Certificate of Incorporation in its entirety to read as follows:

“FOURTH: This Corporation is authorized to issue two classes of shares of stock, which shall be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares that the Corporation is authorized to issue is 180,000,000 shares. The number of shares of Common Stock authorized is 150,000,000 shares, \$0.0001 par value per share. The number of shares of Preferred Stock authorized is 30,000,000 shares, \$0.0001 par value per share. The rights, privileges, preferences and restrictions of the Preferred Stock shall be as set forth in one or more resolutions providing for the issuance of such stock adopted by the Corporation’s Board of Directors pursuant to authority expressly vested in it by this Article FOURTH”

THIRD: The stockholders of the Corporation have duly approved the foregoing amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 22nd day of May, 2025.

MAIA BIOTECHNOLOGY, INC.

By: /s/ Vlad Vitoc
Name: Vlad Vitoc
Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:43 AM 05/22/2025
FILED 11:43 AM 05/22/2025
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