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

On May 22, 2025, stockholders of MAIA Biotechnology, Inc. (the “Company”) approved an amendment to the Company’s Amended and Restated Certificate of Incorporation to increase its authorized common stock from 70,000,000 shares to 150,000,000 shares. On May 22, 2025, the Company filed a Certificate of Amendment (the “Amendment”) to its Amended and Restated Certificate of Incorporation with the Delaware Secretary of State to increase its authorized common stock from 70,000,000 shares to 150,000,000 shares.

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

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	
No.	Description
3.1	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of MAIA Biotechnology, Inc.
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 23, 2025

MAIA BIOTECHNOLOGY, INC.

By: /s/ Vlad Vitoc

Name: Vlad Vitoc

Title: Chief Executive Officer

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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