

**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 8, 2022**

**SURFACE ONCOLOGY, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38459**  
(Commission  
File Number)

**46-5543980**  
(I.R.S. Employer  
Identification No.)

**50 Hampshire Street, 8th Floor**  
**Cambridge, MA**  
(Address of principal executive offices)

**02139**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 714-4096**

**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, \$0.0001 par value per share	SURF	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 (§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.**

The Company held its previously announced Annual Meeting of Stockholders (the “Annual Meeting”) on June 8, 2022, at which a quorum was present. As of April 11, 2022, the record date for the Annual Meeting, there were 54,607,439 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. The Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on April 26, 2022: (i) to re-elect J. Jeffrey Goater, David S. Grayzel, M.D., and Ramy Ibrahim, M.D. as Class I directors of the Company each to serve for a three-year term expiring at the Company’s annual meeting of stockholders in 2025 and until their successors have been elected and qualified (“Proposal 1”) and (ii) to ratify the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022 (“Proposal 2”).

The Company’s stockholders approved the Class I director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company’s stockholders voted for the Class I directors as follows:

<u>Class I Director Nominee</u>	<u>For</u>	<u>Withhold</u>	<u>Broker Non-Votes</u>
J. Jeffrey Goater	24,008,434	4,798,044	13,266,259
David S. Grayzel, M.D.	20,291,075	8,515,403	13,266,259
Ramy Ibrahim, M.D.	24,859,258	3,947,220	13,266,259

The Company’s stockholders approved Proposal 2. The votes cast at the Annual Meeting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
41,472,116	549,045	51,576

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

**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 10, 2022

**SURFACE ONCOLOGY, INC.**

By: /s/ Jessica Fees  
Jessica Fees  
Chief Financial Officer