

**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 19, 2022

PhaseBio Pharmaceuticals, Inc.

(Exact name of registrant as specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-38697
(Commission
File Number)

03-0375697
(IRS Employer
Identification No.)

1 Great Valley Parkway, Suite 30
Malvern, Pennsylvania 19355
(Address including zip code of principal executive offices)

(610) 981-6500
(Registrant's Telephone Number, Including Area Code)

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 (see General Instructions A.2. below):

- 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 exchange on which registered |
|---|-------------------|--------------------------------------|
| Common Stock, par value \$0.001 per share | PHAS | The Nasdaq Stock Market LLC |

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.

On May 19, 2022, PhaseBio Pharmaceuticals, Inc. (the “*Company*”) held its 2022 annual meeting of stockholders (the “*Annual Meeting*”). The stockholders considered two proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 22, 2022 (the “*Proxy Statement*”). Of the 48,690,590 shares outstanding as of the record date, 35,570,975 shares, or 73.06%, were present or represented by proxy at the Annual Meeting. Set forth below are the results of the matters submitted for a vote of stockholders at the Annual Meeting.

Proposal No. 1: Election of Directors

The Company’s stockholders elected the three Class I nominees named in the Proxy Statement to serve as directors until the 2025 annual meeting of stockholders and until their respective successors are elected and qualified, or, if sooner, until the director’s death, resignation or removal, by the following votes:

| Name | For | Withheld | Broker Non-Votes |
|--------------------------|------------|-----------------|-------------------------|
| Edmund P. Harrigan | 25,066,140 | 2,634,121 | 7,870,714 |
| William D. Humphries | 27,190,918 | 509,343 | 7,870,714 |
| Richard A. van den Broek | 25,054,683 | 2,645,578 | 7,870,714 |

Proposal No. 2: Ratification of the selection of KPMG LLP

The Company’s stockholders ratified the selection by the Audit Committee of the Board of Directors of the Company of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022, by the following votes:

| | For | Against | Abstain | Broker Non-Votes |
|--|------------|----------------|----------------|-------------------------|
| | 33,711,915 | 1,786,377 | 72,683 | — |

