

**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 4, 2024**

**CARA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-36279**  
(Commission  
File Number)

**75-3175693**  
(IRS Employer  
Identification No.)

**400 Atlantic Street  
Suite 500  
Stamford, Connecticut**  
(Address of principal executive offices)

**06901**  
(Zip Code)

Registrant's telephone number, including area code: **(203) 406-3700**

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 Instruction A.2.):

- 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 \$0.001 per share	CARA	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 5.03 Amendments to Articles of Incorporation or Bylaws.***Amendment of Certificate of Incorporation*

On June 7, 2024, Cara Therapeutics, Inc. (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation (the “Certificate”) with the Secretary of State of the State of Delaware. The Company’s board of directors and stockholders previously approved the Certificate, which increases the authorized shares of common stock of the Company from 100,000,000 shares to 200,000,000 shares. The Certificate is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

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

On June 4, 2024, the Company held its Annual Meeting of Stockholders (“Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the five proposals set forth below. A more detailed description of each proposal is set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 22, 2024.

**Proposal 1 - Election of Directors**

Dr. Susan Shiff and Ms. Helen M. Boudreau were each elected to serve as a director of the Company’s Board of Directors until the 2027 Annual Meeting of Stockholders and until their successor is duly elected or until their earlier resignation or removal, by the following votes:

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
Susan Shiff, Ph.D.	20,753,354	6,256,188	12,814,548
Helen M. Boudreau	26,317,774	691,768	12,814,548

**Proposal 2 - Approval, on a Non-Binding Advisory Basis, of the Compensation of the Company’s Named Executive Officers**

The stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers, by the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
16,277,985	10,660,228	71,329	12,814,548

**Proposal 3 - Ratification of the Selection of Independent Registered Public Accounting Firm**

The stockholders ratified the selection by the Audit Committee of the Board of Directors of the Company of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2024, by the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
39,560,082	188,261	75,747	0

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**Proposal No. 4 – Increase the Authorized Shares of Common Stock**

The stockholders approved the amendment of the Company’s Certificate of Incorporation to increase the authorized number of shares of common stock from 100,000,000 to 200,000,000, by the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
36,799,337	2,931,128	93,625	0

**Proposal No. 5 – A Series of Alternate Amendments to Effect a Reverse Stock Split and Effect a Proportionate Reduction in the Total Number of Authorized Shares of Common Stock**

The stockholders approved series of alternate amendments to the Company’s Amended and Restated Certificate of Incorporation, each of which would effect, at the option of the Company’s Board of Directors, a reverse stock split of all issued and outstanding shares of the Company’s common stock, at a ratio ranging from one-for-four (1:4) to one-for-twelve (1:12), inclusive and a corresponding proportionate reduction in the total number of authorized shares of the Company’s common stock, with the effectiveness of one of such amendments and the abandonment of the other amendments, or the abandonment of all amendments, to be determined by the Board of Directors prior to the date of the 2025 Annual Meeting of Stockholders, by the following votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
37,402,816	2,269,731	151,543	0

**Item 9.01 Financial Statements and Exhibits.***(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment to Certificate of Incorporation of Cara Therapeutics, Inc.</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

**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.

**CARA THERAPEUTICS, INC.**

**By:** /s/ RYAN MAYNARD  
Ryan Maynard  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

Date: June 7, 2024

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**CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
CARA THERAPEUTICS, INC.**

Cara Therapeutics, Inc. (the “*Company*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*DGCL*”), does hereby certify that:

**FIRST:** The name of this corporation is Cara Therapeutics, Inc., and the date on which the Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware was July 2, 2004, under the original name Cara Therapeutics, Inc.

**SECOND:** The Board of Directors of the Company (the “*Board*”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending its Certificate of Incorporation (the “*Certificate of Incorporation*”) to provide that Section A of Article IV of the Certificate of Incorporation is amended and restated to read in its entirety as follows:

“A. This Company is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Company is authorized to issue is two hundred five million (205,000,000) shares. Two hundred million (200,000,000) shares shall be Common Stock, each having a par value of one-tenth of one cent ( \$0.001). Five million (5,000,000) shares shall be Preferred Stock, each having a par value of one-tenth of one cent (\$0.001).”

**THIRD:** The foregoing amendment to the Certificate of Incorporation was duly approved by the Board.

**FOURTH:** Thereafter, pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the DGCL.

**[SIGNATURE PAGE FOLLOWS]**

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IN WITNESS WHEREOF, Cara Therapeutics, Inc. has caused this Certificate of Amendment to be executed by its Chief Executive Officer as of June 7, 2024.

By: /s/ Christopher Posner  
Christopher Posner  
Chief Executive Officer

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