

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 14, 2022**

**SIGA TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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

**0-23047**  
(Commission file number)

**13-3864870**  
(I.R.S. employer identification no.)

**31 East 62nd Street  
New York, New York**  
(Address of principal executive offices)

**10065**  
(Zip code)

Registrant's telephone number, including area code: (212) 672-9100

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. 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 each exchange on which registered
common stock, \$.0001 par value	SIGA	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 5.03. Amendment to the Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The Board of Directors (the “Board”) of SIGA Technologies, Inc. (the “Company”) previously approved, subject to stockholder approval, amendments to the Company’s Amended and Restated Certificate of Incorporation (the “Amended and Restated Charter”) to remove provisions (the “Bankruptcy Provisions”) related to the Company’s Plan of Reorganization, effective as of April 12, 2016 (the “Plan”), filed with the U.S. Bankruptcy Court for the Southern District of New York, and to make additional ministerial, clarifying and conforming changes. The Bankruptcy Provisions are no longer applicable or operative under their terms since the Plan terminated in accordance with its terms. On June 14, 2022, at the Company’s 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”), the Company’s stockholders approved the adoption of the amendments to the Amended and Restated Charter.

The Amended and Restated Charter became effective as of June 14, 2022. The foregoing is qualified in its entirety by reference to the full text of the Amended and Restated Charter, a copy of which is attached as Exhibit 3.1 and is incorporated herein by reference.

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

At the 2022 Annual Meeting, stockholders representing 64,996,748 shares of common stock, or 89.8% of the shares of common stock outstanding as of the April 18, 2022 record date, attended or were represented by proxy. The items listed below were submitted to a vote of the stockholders who attended or were represented by proxy, and were entitled to vote at, the 2022 Annual Meeting. Final voting results are shown below.

At the 2022 Annual Meeting, the stockholders of the Company (i) elected nine director nominees to hold office until the earlier of the 2023 Annual Meeting of Stockholders of the Company and their successors are elected and qualified and until their earlier resignation or removal, (ii) ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022, and (iii) approved the Amended and Restated Charter eliminating provisions that are no longer applicable. Set forth below are the final voting results for the three proposals submitted to a vote of the stockholders.

- (1) Election of the following individuals to hold office as directors of the Company for terms of one year.

**Number of Shares Voted**

<b><u>Name</u></b>	<b><u>For</u></b>	<b><u>Withheld</u></b>
James J. Antal	42,503,552	4,508,032
Jaymie A. Durnan	44,902,004	2,109,580
Phillip L. Gomez, Ph.D.	45,233,394	1,778,190
Julie M. Kane	45,547,050	1,464,534
Joseph W. Marshall, III	41,742,960	5,268,624
Gary J. Nabel, M.D., Ph.D.	45,557,437	1,454,147
Julian Nemirovsky	41,805,975	5,205,609
Holly L. Phillips, M.D.	45,561,314	1,450,270
Michael C. Plansky	45,384,223	1,627,361

With respect to each director nominee there were 17,985,164 broker “non-votes.”

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(2) Ratification of the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2022.

**Number of Shares Voted**

<u>For</u>	<u>Against</u>	<u>Abstain</u>
63,586,135	1,298,477	112,136

(3) Approval of the Amended and Restated Charter eliminating provisions that are no longer applicable.

**Number of Shares Voted**

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
46,860,945	98,088	52,551	17,985,164

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are included in this report:

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	Amended and Restated Certificate of Incorporation of SIGA Technologies, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIGA TECHNOLOGIES, INC.

By: /s/ Daniel J. Luckshire  
Name: Daniel J. Luckshire  
Title: Chief Financial Officer

Date: June 16, 2022

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AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
SIGA TECHNOLOGIES, INC.

Pursuant to Sections 242 and 245  
of the General Corporation Law of  
the State of Delaware

The undersigned, Daniel J. Luckshire, certifies that he is the Executive Vice President and Chief Financial Officer of SIGA Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), and does hereby further certify as follows:

1. The name of the corporation is SIGA Technologies, Inc. The name under which the Corporation was originally incorporated was SIGA Pharmaceuticals, Inc. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware (the "Secretary of State") on December 28, 1995.

2. This Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and by the stockholders of the Corporation in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation, as amended and restated hereby, reads in its entirety as follows:

FIRST: The name of the Corporation is SIGA Technologies, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, DE 19808. The name of the registered agent of the Corporation at such address is Corporation Service Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a Corporation may be organized under the General Corporation Law of Delaware.

FOURTH: The total number of shares of capital stock that the Corporation shall have the authority to issue is Six Hundred Twenty Million (620,000,000) shares consisting of:

- (i) Six Hundred Million (600,000,000) shares of common stock, par value \$.0001 per share (the "Common Stock"); and
  - (ii) Twenty Million (20,000,000) shares of preferred stock, par value \$.0001 per share (the "Preferred Stock").
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The Board of Directors of the Corporation (the "Board of Directors") shall have the authority to fix by Resolution the voting powers (full, limited, multiple, fractional or none), designations, preferences, qualifications, privileges, limitations, restrictions, options, conversion rights and other special or relative rights of the Preferred Stock or any class or series thereof prior to or concurrently with the issuance of such shares.

There shall be no cumulative voting rights for the Common Stock.

The holders of the Common Stock and the Preferred Stock shall be entitled to dividends, when, as and if declared by the Board of Directors, payable at such time or times as the Board of Directors may determine.

Subject to the determination of the Board of Directors with regard to the Preferred Stock, in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, all remaining assets and funds of the Corporation available for distribution to its stockholders shall be distributed in equal amounts per share and without preference or priority of one class of common stock over the other.

No action may be taken by the stockholders of the Corporation by their written consent without a stockholders' meeting.

No stockholder of the Corporation shall by reason of his or her holding shares of any class have any preemptive or preferential right to purchase or subscribe to any shares of any class of the Corporation, now or hereafter to be authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, now or hereafter to be authorized, whether or not the issuance of any such shares, or such notes, debentures, bonds or other securities, would adversely affect the dividend or voting rights of such stockholder, other than such rights, if any, as the Board of Directors, in its discretion from time to time may grant, and at such price as the Board of Directors in its discretion may fix; and the Board of Directors may issue shares of any class of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class, without offering any such shares of any class, either in whole or in part, to the existing stockholders of any class.

FIFTH: The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation. No election of directors need be by ballot unless the by-laws so provide.

SIXTH: The Corporation hereby expressly elects not to be governed by Section 203 of the General Corporation Law of Delaware.

SEVENTH: No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that this provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of Delaware, or (iv) from any transaction from which the director derived an improper personal benefit.

EIGHTH: The Corporation shall indemnify, in accordance with and to the full extent now or hereafter permitted by law, any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, an action by or in the right of the Corporation), by reason of his or her acting as a director of the Corporation (and the Corporation, in the discretion of the Board, may so indemnify a person by reason of the fact that he or she is or was an officer or employee of the Corporation or is or was serving at the request of the Corporation in any other capacity for or on behalf of the Corporation) against any liability or expense actually and reasonably incurred by such person in respect thereof; provided, however, that, the Corporation shall not be obligated to indemnify any such person (i) with respect to proceedings, claims or actions initiated or brought voluntarily by such person and not by way of defense, or (ii) for any amounts paid in settlement of an action effected without the prior written consent of the Corporation to such settlement. Such indemnification is not exclusive of any other right to indemnification provided by law, agreement or otherwise.

NINTH: No amendment to or repeal of Article Seventh or Article Eighth of this Certificate of Incorporation shall apply to or have any effect on the rights of any individual referred to in Article Seventh or Article Eighth for or with respect to acts or omissions of such individual occurring prior to such amendment or repeal.

TENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the General Corporation Law of Delaware or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of the General Corporation Law of Delaware, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Corporation, as the case may be, and also on the Corporation.

ELEVENTH: The Board of Directors shall have power without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the by-laws of the Corporation.

TWELFTH: The Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of June, 2022.

SIGA TECHNOLOGIES, INC.

By: /s/ Daniel J. Luckshire

Name: Daniel J. Luckshire  
Title: Executive Vice President and  
Chief Financial Officer