

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): August 9, 2023

**THERIVA BIOLOGICS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation)

**001-12584**

(Commission File No.)

**13-3808303**

(IRS Employer Identification  
No.)

**9605 Medical Center Drive, Suite 270  
Rockville, Maryland 20850**

(Address of principal executive offices and zip code)

**(301) 417-4364**

Registrant's telephone number, including area code

**N/A**

(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 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, par value \$0.001 per share	TOVX	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by checkmark 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 August 9, 2023, the Board of Directors (the “Board”) of Theriva Biologics, Inc., a Nevada corporation (the “Company”) amended and restated the Company’s amended and restated bylaws (the “Bylaws”), effective October 3, 2023. The Bylaws include new provisions related to advance notice procedures.

Section 1.11 sets forth advance notice procedures for director nominations and other stockholder proposals. Stockholders seeking to nominate candidates for election as directors at or bring other business before an annual or special meeting of stockholders must provide timely notice thereof in writing. To be timely, stockholders who wish to directly recommend candidates for election to the Board at an annual meeting must give written notice to the Chairman of the Nominations Committee, which notice shall be delivered not less than 120 days prior to the anniversary of the preceding year’s annual meeting. Stockholders who wish to bring other proposals before an annual meeting must give written notice to the Secretary of the Company, which notice shall be delivered not less than 120 days prior to the anniversary of the preceding year’s annual meeting to be considered timely. Such stockholders’ notice must comply with the various requirements set forth in paragraphs (c) and (e) of Section 1.11, as applicable.

The foregoing description is qualified in its entirety by the Bylaws which are attached hereto as Exhibit 3.1 and incorporated herein by reference.

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

(d) Exhibits.

Exhibit Number	Description
<a href="#">3.1</a>	<a href="#">Second Amended and Restated Bylaws of Theriva Biologics, Inc.</a>
104	Cover Page Interactive Data File (embedded within the 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.

Dated: August 11, 2023

### **THERIVA BIOLOGICS, INC.**

By: /s/ Steven A. Shallcross

Name: Steven A. Shallcross

Title: Chief Executive Officer and Chief Financial Officer

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