

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): January 3, 2024

**JASPER THERAPEUTICS, INC.**  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-39138  
(Commission File Number)

84-2984849  
(IRS Employer  
Identification No.)

2200 Bridge Pkwy Suite #102  
Redwood City, California 94065  
(Address of Principal Executive Offices) (Zip Code)

(650) 549-1400  
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:

- 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 Exchange Act:

(Title of each class)	(Trading Symbol)	(Name of exchange on which registered)
Voting Common Stock, par value \$0.0001 per share	JSPR	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Voting Common Stock at an exercise price of \$11.50	JSPRW	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 3.03. Material Modification to Rights of Security Holders.**

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 herein is incorporated by reference into this Item 3.03.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On January 3, 2024, Jasper Therapeutics, Inc. (the “Company”) filed a Certificate of Second Amendment to its Second Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Amendment”), with the Secretary of State of the State of Delaware to effect a 1-for-10 reverse stock split (the “Reverse Split”) of the shares of Company’s voting common stock, par value \$0.0001 per share (“Common Stock”).

As previously disclosed in a Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on December 20, 2023, at the Company’s Special Meeting of Stockholders held on December 15, 2023, the stockholders of the Company approved the Certificate of Amendment to effect, in the sole discretion of the Board of Directors of the Company (the “Board”) at any time on or before December 15, 2024, the Reverse Stock Split at a ratio to be determined by the Board within a range of 1-for-3 to 1-for-10. The Board set the Reverse Stock Split ratio at 1-for-10 and approved and authorized the filing of the Certificate of Amendment on December 22, 2023.

As a result of the Reverse Stock Split, every ten (10) shares of pre-Reverse Stock Split Common Stock will be combined into one (1) share of the Company’s post-Reverse Stock Split Common Stock, without any change in par value per share. Proportionate voting rights and other rights of holders of Common Stock will not be affected by the Reverse Stock Split (other than as a result of the payment of cash in lieu of fractional shares as described below).

No fractional shares of Common Stock will be issued as a result of the Reverse Stock Split. In lieu of any fractional shares to which a holder of Common Stock would otherwise be entitled as a result of the Reverse Stock Split, the Company will pay cash equal to such fraction multiplied by the closing sales price of the Common Stock as reported on the Nasdaq Capital Market on January 3, 2024, which is the trading day immediately preceding the effective date of the Reverse Stock Split.

The Reverse Stock Split is intended for the Company to regain compliance with the minimum bid price requirement of \$1.00 per share of Common Stock for continued listing on the Nasdaq Capital Market. The Reverse Stock Split was effective at 12:01 a.m., Eastern Time, on January 4, 2024, and the Common Stock is expected to begin trading on a Reverse Stock Split-adjusted basis on the Nasdaq Capital Market at the opening of the market on January 4, 2024. The trading symbol for the Common Stock will remain “JSPR,” and the new CUSIP number of the Common Stock following the Reverse Stock Split is 471871202. The CUSIP number for the Company’s publicly traded warrants will not change.

The Reverse Stock Split affected all record holders of the Common Stock uniformly and did not affect any record holder’s percentage ownership interest in the Company, except for de minimis changes as a result of the elimination of fractional shares. Holders of Common Stock who hold in “street name” in their brokerage accounts do not have to take any action as a result of the Reverse Stock Split. Their accounts will be automatically adjusted to reflect the number of shares owned. Stockholders of record will be receiving information from Continental Stock Transfer & Trust Company regarding their stock ownership following the Reverse Stock Split and cash in lieu of fractional share payments, if applicable.

In addition, the Reverse Stock Split will apply to the Common Stock issuable upon the exercise of the Company’s outstanding warrants and stock options, with proportionate adjustments to be made to the exercise prices thereof. With respect to the Company’s publicly traded warrants trading under the symbol “JSPRW,” every 10 warrants outstanding immediately prior to the Reverse Stock Split will be exercisable for one share of Common Stock at an exercise price of \$115.00 per share, which is 10 times \$11.50, the exercise price prior to the Reverse Stock Split. Furthermore, the number of shares of Common Stock available for issuance under the Company’s equity incentive plans will be proportionately adjusted for the Reverse Stock Split ratio, such that fewer shares will be subject to such plans.

The summary of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

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

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Second Amendment to the Second Amended and Restated Certificate of Incorporation of Jasper Therapeutics, Inc., filed with the Secretary of State of the State of Delaware on January 3, 2024.</a>
104	Cover Page Interactive Data File (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.

**JASPER THERAPEUTICS, INC.**

Date: January 4, 2024

By: /s/ Herb Cross

Name: Herb Cross

Title: Chief Financial Officer

# Delaware

The First State

***I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "JASPER THERAPEUTICS, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JANUARY, A.D. 2024, AT 1:29 O'CLOCK P.M.***



Jeffrey W. Bullock, Secretary of State

7559945 8100  
SR# 20240019851

Authentication: 202516338  
Date: 01-03-24

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:29 PM 01/03/2024  
FILED 01:29 PM 01/03/2024  
SR 20240019851 - File Number 7559945

**CERTIFICATE OF SECOND AMENDMENT  
TO THE  
SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
JASPER THERAPEUTICS, INC.**

Jasper Therapeutics, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), certifies that:

- A. The name of the Corporation is Jasper Therapeutics, Inc. The Corporation was originally incorporated under the name “Amplitude Healthcare Acquisition Corporation”, and the date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of State of the State of Delaware is August 13, 2019.
  - B. The date of filing of the first amendment to the Second Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware is June 8, 2023.
  - C. This Certificate of Second Amendment to the Second Amended and Restated Certificate of Incorporation was adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware, and has been duly approved by the stockholders of the Corporation.
  - D. Article IV of the Second Amended and Restated Certificate of Incorporation is hereby further amended to add the following as paragraph G:  
“G. On January 4, 2024 at 12:01 a.m. Eastern Time (the “Effective Time”) pursuant to the General Corporation Law of the State of Delaware and this second amendment to the Corporation’s Amended and Restated Certificate of Incorporation, each ten (10) shares of Voting Common Stock issued and outstanding immediately prior to the Effective Time either issued and outstanding and held by the Corporation as treasury stock shall be combined into one (1) validly issued, fully paid and non-assessable share of Voting Common Stock without any further action by the Corporation or the holder thereof (the “Reverse Stock Split”); provided that no fractional shares shall be issued to any holder and instead, stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) equal to the fraction of one share to which such stockholder would otherwise be entitled multiplied by the closing price of the Voting Common Stock as reported on the Nasdaq Capital Market on the trading day immediately preceding the effective date of the Reverse Stock Split. Each certificate that, immediately prior to the Effective Time, represented shares of Voting Common Stock that were issued and outstanding immediately prior to the Effective Time (“Old Certificates”), shall, from and after the Effective Time, represent that whole number of shares of Voting Common Stock into which the shares of Voting Common Stock represented by the Old Certificates shall have been combined, subject to the treatment of fractional shares as described above.”
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**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be signed by Herb Cross, a duly authorized officer of the Corporation, on January 3, 2024.

/s/ Herb Cross

Herb Cross

Chief Financial Officer

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