

**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 6, 2023

KODIAK SCIENCES INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38682
(Commission
File Number)

27-0476525
(IRS Employer
Identification No.)

1200 Page Mill Road
Palo Alto, CA
(Address of Principal Executive Offices)

94304
(Zip Code)

Registrant's telephone number, including area code: (650) 281-0850

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 each exchange on which registered |
|----------------------------------|------------------------------|--|
| Common stock, par value \$0.0001 | KOD | 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 June 6, 2023, Kodiak Sciences Inc. (the “Company”) held its 2023 Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, proxies representing 41,780,903 shares of the Company’s common stock, or 79.82% of the total shares entitled to vote, were present and voted on the following proposals, which are described in more detail in the Company’s definitive proxy statement filed with the United States Securities and Exchange Commission on April 25, 2023:

Proposal One - Election of Class II Directors.

The following nominees were each elected as a Class II director to serve until the 2026 annual meeting of stockholders or until his or her successor is duly elected and qualified.

| Nominee | For | Withheld | Broker Non-Votes |
|--------------------------|------------|-----------|------------------|
| Charles A. Bancroft | 29,577,783 | 8,223,448 | 3,979,672 |
| Bassil I. Dahiyat, Ph.D. | 35,943,055 | 1,858,176 | 3,979,672 |
| Taiyin Yang, Ph.D. | 35,936,395 | 1,864,836 | 3,979,672 |

Proposal Two – Advisory Approval of the Compensation of Named Executive Officers.

The compensation of the Company’s named executive officers was approved, on an advisory basis, by the stockholders.

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 32,457,916 | 5,299,673 | 43,642 | 3,979,672 |

Proposal Three – Ratification of the Appointment of Independent Registered Public Accounting Firm.

The appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2023 was ratified.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 41,396,664 | 29,004 | 355,235 | — |

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.

KODIAK SCIENCES INC.

Date: June 7, 2023

By: /s/ Victor Perloth
Victor Perloth, M.D.
Chief Executive Officer