

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 05, 2024

Surrozen, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39635
(Commission File Number)

30-1374889
(IRS Employer
Identification No.)

171 Oyster Point Blvd
Suite 400
South San Francisco, California
(Address of Principal Executive Offices)

94080
(Zip Code)

Registrant's Telephone Number, Including Area Code: (650) 489-9000

(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 Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	SRZN	The Nasdaq Capital Market
Redeemable warrants, each whole warrant exercisable for one-fifteenth of a share of Common Stock	SRZNW	The Nasdaq Capital 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 5.07 Submission of Matters to a Vote of Security Holders.

On June 5, 2024, Surrozen, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (“Annual Meeting”). A total of 3,198,786 shares of the Company's common stock were entitled to vote as of April 10, 2024, the record date for the Annual Meeting, of which 1,808,279 shares were represented in person or by proxy at the Annual Meeting. Proxies for the Annual Meeting were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended, and there was no solicitation in opposition of management’s solicitation.

At the Annual Meeting, the stockholders of the Company voted on the following proposals:

1. the election of three nominees, each to serve as a Class III director of the Company until the 2027 Annual Meeting of Stockholders or until the election and qualification of his or her successor, subject to his or her earlier death, resignation or removal; and
2. the ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

The results of each of the above proposals are discussed further below.

Proposal 1 – Election of Directors

The votes cast for or withheld for each director nominee, and the number of broker non-votes, were as follows:

<u>Director Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Christopher Y. Chai	1,267,311	147,380	393,588
Mary Haak-Frendscho, Ph.D.	1,410,102	4,589	393,588
Craig Parker	1,409,464	5,227	393,588

Accordingly, the three nominees listed above were each elected to serve as a Class III director of the Company until the 2027 Annual Meeting of Stockholders or until the election and qualification of his or her successor, subject to his or her earlier death, resignation or removal.

Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm

The voting results with respect to the proposal to ratify the appointment of Ernst & Young LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
1,803,744	416	4,119

Accordingly, the Company’s stockholders ratified the appointment of Ernst & Young LLP to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.

No other matters were submitted to a vote of the stockholders at the Annual Meeting.

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.

SURROZEN, INC.

Date: June 7, 2024

By: /s/ Charles Williams

Name: Charles Williams

Title: Chief Financial Officer, Chief Operating Officer and Corporate Secretary
