

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 4, 2023

**Bionano Genomics, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-38613**  
(Commission File Number)

**26-1756290**  
(IRS Employer Identification No.)

**9540 Towne Centre Drive, Suite 100**  
**San Diego, California**  
(Address of Principal Executive Offices)

**92121**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 888-7600**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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	BNGO	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	BNGOW	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.**

(a)

On August 4, 2023, Bionano Genomics, Inc. (the “**Company**”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, as amended (the “**Restated Certificate**”), with the office of the Secretary of State of the State of Delaware to effect a reverse stock split at a ratio of 1:10 (the “**Charter Amendment**”). The Charter Amendment was authorized by the stockholders of the Company at the Company’s Annual Meeting of Stockholders held on June 14, 2023 (the “**2023 Annual Meeting**”).

Pursuant to the Charter Amendment, effective at 5:00 p.m. Eastern Time on August 4, 2023 (the “**Effective Time**”), every ten shares of the Company’s issued and outstanding common stock will be automatically converted into one issued and outstanding share of common stock, without any change in par value per share. As a result of the reverse stock split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all stock options, restricted stock units and warrants outstanding at the Effective Time, which will result in a proportionate decrease in the number of shares of the Company’s common stock reserved for issuance upon exercise or vesting of such stock options, restricted stock units and warrants, and, in the case of stock options and warrants, a proportionate increase in the exercise price of all such stock options and warrants. In addition, the number of shares reserved for issuance under the Company’s Amended and Restated 2006 Equity Compensation Plan, 2018 Equity Incentive Plan, as amended, 2018 Employee Stock Purchase Plan, and 2020 Inducement Plan, as amended, immediately prior to the Effective Time will be reduced proportionately.

No fractional shares will be issued as a result of the reverse stock split. Stockholders of record who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof. The reverse stock split will affect all stockholders proportionately and will not affect any stockholder’s percentage ownership of the Company’s common stock (except to the extent that the reverse stock split results in any stockholder owning only a fractional share).

The Company’s common stock will begin trading on The Nasdaq Capital Market on a split-adjusted basis when the market opens on August 7, 2023. The new CUSIP number for the Company’s common stock following the reverse stock split will be 09075F305.

The foregoing description is qualified in its entirety by the Charter Amendment, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

On August 4, 2023, prior to the Company’s filing of the Charter Amendment with the office of the Secretary of State of the State of Delaware, the Company filed a Certificate of Elimination (the “**Certificate of Elimination**”) with the office of the Secretary of State of the State of Delaware with respect to the Company’s Series A Preferred Stock, par value \$0.0001 per share (the “**Series A Preferred Stock**”), following the automatic redemption of all outstanding shares of Series A Preferred Stock after the conclusion of the 2023 Annual Meeting. The Certificate of Elimination (i) eliminated the previous designation of one (1) share of Series A Preferred Stock from the Restated Certificate, which was not outstanding at the time of filing, and (ii) caused such share of Series A Preferred Stock to resume its status as an authorized but unissued and non-designated share of preferred stock.

The foregoing description is qualified in its entirety by the Certificate of Elimination, a copy of which is attached as Exhibit 3.2 to this Current Report on Form 8-K and is incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Exhibit Title or Description</b>
<a href="#">3.1</a>	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, of Bionano Genomics, Inc.
<a href="#">3.2</a>	Certificate of Elimination of Series A Preferred Stock
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

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**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.

**Bionano Genomics, Inc.**

Date: August 4, 2023

By: /s/ R. Erik Holmlin

R. Erik Holmlin, Ph.D.

President and Chief Executive Officer

(Principal Executive Officer)

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**CERTIFICATE OF AMENDMENT TO THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
BIONANO GENOMICS, INC.**

**Bionano Genomics, Inc.** (the “**Company**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies that:

**ONE:** The name of the Company is Bionano Genomics, Inc. The Company’s Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware on August 16, 2007 under the name of BioNanomatrix, Inc.

**TWO:** The Board of Directors of the Company (the “**Board**”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending the Company’s Amended and Restated Certificate of Incorporation, as amended (the “**Charter**”), to add the following paragraph at the end of Article IV, Section A, as follows:

Effective as of the effective time of 5:00 p.m., Eastern Time, on August 4, 2023 (the “**Effective Time**”), each ten (10) shares of the Company’s Common Stock, par value \$0.0001 per share, issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the Company or the respective holders thereof, be combined into one (1) share of Common Stock (the “**Reverse Split**”); provided, however, no fractional shares of Common Stock shall be issued as a result of the Reverse Split and, in lieu thereof, upon receipt after the Effective Time by the exchange agent selected by the Company of a properly completed and duly executed transmittal letter and, where shares are held in certificated form, the surrender of the stock certificate(s) formerly representing shares of pre-Reverse Split Common Stock, any stockholder who would otherwise be entitled to a fractional share of post-Reverse Split Common Stock as a result of the Reverse Split, following the Effective Time (after taking into account all fractional shares of post-Reverse Split Common Stock otherwise issuable to such stockholder), shall be entitled to receive a cash payment (without interest) equal to the fractional share of post-Reverse Split Common Stock to which such stockholder would otherwise be entitled multiplied by the average of the closing sales prices of a share of the Company’s Common Stock (as adjusted to give effect to the Reverse Split) on The Nasdaq Stock Market for each of the five (5) consecutive trading days immediately preceding the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware. Each stock certificate that, immediately prior to the Effective Time, represented shares of pre-Reverse Split Common Stock shall, from and after the Effective Time, automatically and without any action on the part of the Company or the respective holders thereof, represent that number of whole shares of post-Reverse Split Common Stock into which the shares of pre-Reverse Split Common Stock represented by such certificate shall have been combined (as well as the right to receive cash in lieu of any fractional shares of post-Reverse Split Common Stock as set forth above); provided, however, that each holder of record of a certificate that represented shares of pre-Reverse Split Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of post-Reverse Split Common Stock into which the shares of pre-Reverse Split Common Stock represented by such certificate shall have been combined pursuant to the Reverse Split, as well as any cash in lieu of fractional shares of post-Reverse Split Common Stock to which such holder may be entitled as set forth above. The Reverse Split shall be effected on a record holder-by-record holder basis, such that any fractional shares of post-Reverse Split Common Stock resulting from the Reverse Split and held by a single record holder shall be aggregated.

**THREE:** Thereafter, pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the DGCL.

[Signature Page Follows]

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IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment to be signed by its President and Chief Executive Officer this 4th day of August, 2023.

**BIONANO GENOMICS, INC.**

By: /s/ R. Erik Holmlin, Ph.D.

Name: R. Erik Holmlin, Ph.D.

Title: President and Chief Executive Officer

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**CERTIFICATE OF ELIMINATION OF  
SERIES A PREFERRED STOCK OF  
BIONANO GENOMICS, INC.**

*(Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware)*

**BIONANO GENOMICS, INC.** (the “**Company**”), a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “**DGCL**”), hereby certifies as follows:

**FIRST:** That, pursuant to Section 151 of the DGCL and the authority granted in the Certificate of Incorporation of the Company, as theretofore amended, the Board of Directors of the Company, by resolution duly adopted, authorized the issuance of a series of preferred stock designated Series A Preferred Stock, par value \$0.0001 per share (the “**Series A Preferred Stock**”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof, and, on April 13, 2023, filed a Certificate of Designation with respect to the Series A Preferred Stock in the office of the Secretary of State of the State of Delaware (the “**Certificate of Designation**”).

**SECOND:** That no shares of said Series A Preferred Stock are outstanding and no shares thereof will be issued subject to said Certificate of Designation.

**THIRD:** That the Board of Directors of the Company has adopted the following resolutions:

**WHEREAS**, by resolution of the Board of Directors of the Company and by a Certificate of Designation (the “**Certificate of Designation**”) filed in the office of the Secretary of State of the State of Delaware on April 13, 2023, the Company authorized the issuance of a series of preferred stock designated Series A Preferred Stock, par value \$0.0001 per share (the “**Series A Preferred Stock**”), and established the voting powers, designations, preferences and relative, participating and other rights, and the qualifications, limitations or restrictions thereof;

**WHEREAS**, on June 14, 2023, the single authorized share of Series A Preferred Stock was redeemed by the Company pursuant to the Certificate of Designation;

**WHEREAS**, as of the date hereof, no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock will be issued subject to said Certificate of Designation; and

**WHEREAS**, it is desirable that all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock be eliminated from the Certificate of Incorporation, as heretofore amended, of the Company.

**RESOLVED**, that as of the date hereof, no shares of Series A Preferred Stock are outstanding and no shares of Series A Preferred Stock will be issued subject to said Certificate of Designation;

**RESOLVED FURTHER**, that all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock be eliminated from the Certificate of Incorporation, as heretofore amended, of the Company; and

**RESOLVED FURTHER**, that the officers of the Company be, and each of them hereby is, authorized and directed to file a certificate of elimination with the office of the Secretary of State of the State of Delaware setting forth a copy of these resolutions whereupon all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock shall be eliminated from the Certificate of Incorporation, as heretofore amended, of the Company.

**FOURTH:** Pursuant to the provisions of Section 151(g) of the DGCL, all references to Series A Preferred Stock in the Certificate of Incorporation, as heretofore amended, of the Company are hereby eliminated, and the share that was designated to such series is hereby returned to the status of authorized but unissued shares of the Preferred Stock of the Company, without designation as to series.

IN WITNESS WHEREOF, Bionano Genomics, Inc. has caused this Certificate of Elimination to be executed by its duly authorized officer on this 4<sup>th</sup> day of August, 2023.

**BIONANO GENOMICS, INC.**

By: /s/ R. Erik Holmlin

Name: R. Erik Holmlin, Ph.D.

Title: President and Chief Executive Officer