

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

May 16, 2024
Date of Report (Date of earliest event reported)

Bicycle Therapeutics plc
(Exact name of registrant as specified in its charter)

England and Wales
(State or other jurisdiction
of incorporation)

001-38916
(Commission
File Number)

Not applicable
(IRS Employer
Identification No.)

Blocks A & B, Portway Building,
Granta Park Great Abington, Cambridge
United Kingdom
(Address of principal executive offices)

CB21 6GS
(Zip Code)

Registrant's telephone number, including area code: +44 1223 261503

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
Ordinary shares, nominal value £0.01 per share	n/a	The Nasdaq Stock Market LLC*
American Depositary Shares, each representing one ordinary share, nominal value £0.01 per share	BCYC	The Nasdaq Stock Market LLC

* Not for trading, but only in connection with the listing of the American Depositary Shares on 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

Bicycle Therapeutics plc (the “Company”) held its annual general meeting of shareholders (the “AGM”) on May 16, 2024. Each of the proposals set forth below were voted on and duly passed on a poll at the AGM. Detailed descriptions of these proposals and of the voting procedures applied at the AGM are contained in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 15, 2024.

There were 37,398,107 ordinary shares of the Company represented in person or by proxy at the AGM, constituting approximately 98.19% of the issued and outstanding ordinary shares on May 16, 2024. Proxy appointments which gave the Chairman of the meeting discretion have been included in the “For” total. In accordance with the terms of the deposit agreement by and among the Company, Citibank, N.A. as depositary and holders and beneficial owners of American Depositary Shares (“ADSs”) dated May 28, 2019, holders of ADSs who did not provide the depositary bank with voting instructions on or before the specified deadline were deemed to have instructed the depositary to give a discretionary proxy to a person designated by the Company to vote the underlying ordinary shares at the AGM and the voting results below reflect that designation. A vote withheld/abstain is not a vote in law and is not counted in the calculation of votes for or against a resolution.

Ordinary Resolutions

Proposal 1 – To re-elect as a director Kevin Lee.

For	Against	Vote Withheld/Abstain
36,413,260	977,286	7,561

Proposal 2 – To re-elect as a director Jose-Carlos Gutierrez-Ramos.

For	Against	Vote Withheld/Abstain
35,019,069	2,371,385	7,653

Proposal 3 – To approve, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Company’s definitive proxy statement.

For	Against	Vote Withheld/Abstain
36,186,115	1,202,477	9,515

Proposal 4 – To ratify the appointment of PricewaterhouseCoopers LLP, a limited liability partnership organized under the laws of England, as the Company’s U.S. independent registered public accounting firm for the year ending December 31, 2024.

For	Against	Vote Withheld/Abstain
37,376,526	14,076	7,505

Proposal 5 – To re-appoint PricewaterhouseCoopers LLP, a limited liability partnership organized under the laws of England, as the Company’s U.K. statutory auditors, to hold office until the conclusion of the next annual general meeting of shareholders.

For	Against	Vote Withheld/Abstain
37,376,531	14,071	7,505

Proposal 6 – To authorize the Audit Committee of the Company’s Board of Directors (the “Board”) to determine the Company’s U.K. statutory auditors’ remuneration for the year ending December 31, 2024.

For	Against	Vote Withheld/Abstain
37,376,455	14,150	7,502

Proposal 7 – To receive and adopt the Company’s U.K. statutory annual accounts and reports for the year ended December 31, 2023.

For	Against	Vote Withheld/Abstain
36,494,043	896,166	7,898

Proposal 8 – To approve the directors’ remuneration report for the year ended December 31, 2023.

For	Against	Vote Withheld/Abstain
36,200,790	1,188,057	9,260

Proposal 9 – To authorize the Board to allot shares in the Company or to grant rights to subscribe for or to convert any security into shares in the Company up to a maximum aggregate nominal amount of £1,000,000.

For	Against	Vote Withheld/Abstain
33,241,556	4,146,578	9,973

Special Resolutions

Proposal 10 – To authorize the Board to allot equity securities for cash up to a maximum aggregate nominal amount of £1,000,000 pursuant to the authorization in Resolution 9 as if U.K. statutory pre-emption rights did not apply.

For	Against	Vote Withheld/Abstain
32,350,797	4,154,715	892,595

Proposal 11 – To adopt the new articles of association in substitution for, and to the exclusion of, the Company’s existing articles of association.

For	Against	Vote Withheld/Abstain
37,371,711	15,138	11,258

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.

Date: May 16, 2024

BICYCLE THERAPEUTICS PLC

By: /s/ Alethia Young

Name: Alethia Young

Title: Chief Financial Officer
