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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): December 7, 2023**

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**AVALO THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

(State or other jurisdiction of incorporation)

**001-37590**  
(Commission File Number)

**45-0705648**  
(IRS Employer Identification No.)

**540 Gaither Road, Suite 400, Rockville, Maryland 20850**

(Address of principal executive offices) (Zip Code)

**Registrant's Telephone Number, Including Area Code: (410) 522-8707**

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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, \$0.001 Par Value	AVTX	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.

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**Item 8.01 Other Information.**

On December 7, 2023, the Company issued a press release encouraging its stockholders to vote for the proposed reverse stock split to be considered at the Annual Meeting, which was adjourned to December 20, 2023, at 9:30 a.m. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Company has received written notice from Nasdaq that the Company is in compliance with Listing Rule 5550(b)(1) by filing its Form 10-Q for the quarter ended September 30, 2023 with the Securities and Exchange Commission evidencing that it had stockholders' equity of \$14.7 million, in excess of the minimum of \$2.5 million threshold.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release, dated December 7, 2023.</a>
104	The cover pages of this Current Report on Form 8-K, formatted in Inline XBRL.

**SIGNATURE**

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.

**AVALO THERAPEUTICS, INC.**

Date: December 7, 2023

By: /s/ Christopher Sullivan

Christopher Sullivan  
Chief Financial Officer



## Avalo Encourages Stockholders to Vote FOR the Reverse Stock Split

- **Annual Meeting has been adjourned until December 20, 2023**
- **Most stockholders can vote via [proxyvote.com](https://www.proxyvote.com) or by calling 1-800-690-6903. If you have any questions about how to vote, please call 1-800-607-0088**

WAYNE, PA AND ROCKVILLE, MD, December 7, 2023 — Avalo Therapeutics, Inc. (Nasdaq: AVTX) encourages its stockholders to participate actively in the upcoming adjourned annual meeting of stockholders, initially convened on December 5, 2023, and scheduled to reconvene on Wednesday, December 20, 2023. The initial meeting lacked a quorum, with insufficient votes to approve the reverse stock split proposal.

**The Board of Directors emphasizes the importance of this stockholders' vote, specifically urging a positive vote FOR the reverse stock split. If you have previously cast your vote against the reverse stock split, we strongly recommend reconsidering your position and voting in favor of this proposal.**

Avalo's dedicated management team, led by Dr. Garry Neil, is steadfast in its commitment to executing the strategic advancement of promising immunology drug candidates towards value-driving inflection points. The company is actively seeking funding for its next trial to support this strategic objective. The Board believes that the reverse stock split is instrumental for several reasons:

- **Maintenance of Nasdaq Listing Status:** This is crucial for institutional investor confidence and potential investment inflows and is the best way to maintain liquidity in the stock; and
- **Increased Shares for Potential Fundraising:** Facilitating the company's ability to conduct a successful fundraising effort.

Dr. Garry Neil, CEO and Chairman of the Board of Avalo, stated, "*Drawing from my experience in the industry over many years, and recently as the Chairman of the board of Arena Pharmaceuticals prior to our \$6.7 billion exit to Pfizer, I understand the challenges of tough financial decisions. While reverse stock splits are not always favorable, we firmly believe that, in this case, it is in the best interest of the company and shareholders to enable effective strategy execution. I encourage all shareholders to vote for the reverse stock split, particularly those who have voted against it. Your support is critical as we seek approval for this proposal to pave the way for Avalo's sustainable future.*"

Failure to secure approval for the reverse stock split may hinder management's ability to execute its strategy, potentially forcing consideration of selling company assets at less-than-optimal prices, to the potential detriment of stockholders. Additionally, it may impede business development initiatives dependent on the issuance of common stock. A Nasdaq delisting could complicate stockholders' ability to trade our common stock, impacting its price and affecting your ability to buy or sell when desired.

It is essential to understand that a reverse stock split consolidates existing shares into fewer shares, preserving the company's overall value and each stockholder's ownership percentage. This measure is aimed at Nasdaq compliance and supporting the company's strategic objectives.

**How to vote or how to change your vote:**

Stockholders of record as of October 12, 2023, can vote or change their vote using the instructions in the proxy materials received via email or mail around October 19, 2023. For emailed materials, check for an email from [id@proxyvote.com](mailto:id@proxyvote.com). If you have not received or located your proxy materials, contact your brokerage firm or similar organization for your proxy control number.

Most stockholders can vote via [proxyvote.com](https://proxyvote.com) or by calling 1-800-690-6903. Some stockholders may vote by contacting Avalo's proxy solicitor, Morrow Sodali, at 1-800-607-0088. Interactive Brokers or Robinhood users should follow instructions from their respective brokers.

*Voting will remain open until 11:59 p.m. ET on December 19, 2023.*

**We urge you to vote TODAY.**

**About Avalo Therapeutics**

Avalo Therapeutics is a clinical stage biotechnology company focused on the treatment of immune dysregulation by developing therapies that target the LIGHT-signaling network.

LIGHT and its signaling receptors, HVEM (TNFRSF14), and lymphotoxin  $\beta$  receptor (TNFRSF3), form an immune regulatory network with two co-receptors of herpesvirus entry mediator, checkpoint inhibitor B and T Lymphocyte Attenuator (BTLA), and CD160 (the LIGHT-signaling network). Accumulating evidence points to the dysregulation of the LIGHT network as a disease-driving mechanism in autoimmune and inflammatory reactions in barrier organs. Therefore, we believe reducing LIGHT levels can moderate immune dysregulation in many acute and chronic inflammatory disorders.

Avalo has an experienced leadership team with decades of successful leadership in drug development in the biotech and pharma industry. The team is led by Dr. Garry Neil, MD, Chief Executive Officer and Chairman of the Board, who brings a wealth of experience leading teams who have successfully brought drugs to the market, including serving as Group President, Pharmaceutical R&D and Corporate VP of Science & Technology at Johnson & Johnson. Additionally, Dr. Neil served as Chairman of the Board of Arena Pharmaceuticals Inc., which was acquired by Pfizer Inc. for \$6.7 billion in March of 2022. Dr. Neil currently serves on the board of directors of Celldex Therapeutics.

For more information about Avalo, please visit [www.avalotx.com](http://www.avalotx.com).

**Forward-Looking Statements**

This press release may include forward-looking statements made pursuant to the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to significant risks and uncertainties that are subject to change based on various factors (many of which are beyond Avalo's control), which could cause actual results to differ from the forward-looking statements. Such statements may include, without limitation, statements with respect to Avalo's plans, objectives, projections, expectations and intentions and other statements identified by words such as "projects," "may," "might," "will," "could," "would," "should," "continue," "seeks," "aims," "predicts," "believes," "expects," "anticipates," "estimates," "intends," "plans," "potential," or similar expressions (including their use in the negative), or by discussions of future matters such as: potential financing or other strategic transactions; the future financial and operational outlook; timing and success of trial results and regulatory review; potential attributes and benefits of product candidates; the development of product candidates or

products; and other statements that are not historical. These statements are based upon the current beliefs and expectations of Avalo's management but are subject to significant risks and uncertainties, including: Avalo's cash position and the need for it to raise additional capital in the near future; the results of our clinical and pre-clinical studies; drug development costs, timing and other risks, including reliance on investigators and enrollment of patients in clinical trials, which might be slowed by the COVID-19 pandemic; reliance on key personnel; regulatory risks; general economic and market risks and uncertainties, including those caused by the COVID-19 pandemic and the wars in Ukraine and the Middle East; and those other risks detailed in Avalo's filings with the SEC. Actual results may differ from those set forth in the forward-looking statements. Except as required by applicable law, Avalo expressly disclaims any obligations or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in Avalo's expectations with respect thereto or any change in events, conditions or circumstances on which any statement is based.

**For media and investor inquiries**

Christopher Sullivan, CFO  
Avalo Therapeutics, Inc.  
[ir@avalotx.com](mailto:ir@avalotx.com)  
410-803-6793

or

Chris Brinzey  
ICR Westwicke  
[Chris.brinzey@westwicke.com](mailto:Chris.brinzey@westwicke.com)  
339-970-2843