

**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 14, 2018

OBALON THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-37897

**(Commission
File Number)**

20-1828101

**(IRS Employer
Identification No.)**

**5421 Avenida Encinas, Suite F
Carlsbad, California**

(Address of principal executive offices)

92008

(Zip Code)

(760) 795-6558

(Registrant's telephone number, including area code)

(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))
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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 ☒ X

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. ☒ X

Item 5.07 Submission of Matters to a Vote of Security Holders.

Obalon Therapeutics, Inc. (the “Company”) held its 2018 annual meeting of stockholders (the “Annual Meeting”) on June 13, 2018. At the Annual Meeting, the Company’s stockholders voted on three proposals, as described below. Each of the proposals was described in detail in the Company’s definitive proxy statement on Schedule 14A filed with the U.S. Securities and Exchange Commission on April 30, 2018. The vote totals noted below are final voting results from the Annual Meeting.

Proposal 1

The Company’s stockholders elected the following three Class II Directors for a term of office expiring at the Company’s 2021 annual meeting of stockholders and until their successors are duly elected and qualified or until such director’s earlier death, resignation or removal.

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Raymond Dittamore	9,786,332	935,083	3,820,566
Les Howe	9,772,735	948,680	3,820,566
David Moatazedi	9,786,849	934,566	3,820,566

Proposal 2

The Company’s stockholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
14,539,129	2,852	0	0

Proposal 3

The Company’s stockholders approved the amendment to the Company’s Restated Certificate of Incorporation to reduce the number of shares of common stock that the Company is authorized to issue from 300,000,000 to 100,000,000.

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
14,205,936	12,478	323,567	0

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

	Description
3.1	<u>Certificate of Amendment to the Restated Certificated of Incorporation</u>

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.

OBALON THERAPEUTICS, INC.

Date: June 14, 2018

By: /s/ William Plovanic

William Plovanic

Chief Financial Officer

EXHIBIT INDEX

	Description
3.1	Certificate of Amendment to the Restated Certificated of Incorporation

**CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
OBALON THERAPEUTICS, INC.**

Obalon Therapeutics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies as follows:

A. The name of this corporation is Obalon Therapeutics, Inc. (the “*Corporation*”). The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on January 2, 2008 under the name Obalon Therapeutics, Inc.

B. The amendment to the Restated Certificate of Incorporation of the Corporation herein certified was duly adopted by the Corporation’s Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware, and the Corporation’s stockholders at an annual meeting of the stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

C. Article IV, Section 1 of the Restated Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

“**1. Total Authorized.** The total number of shares of all classes of stock that the Corporation has authority to issue is One Hundred and Ten Million (110,000,000) shares, consisting of two classes: One Hundred Million (100,000,000) shares of Common Stock, \$0.001 par value per share (“*Common Stock*”), and Ten Million (10,000,000) shares of Preferred Stock, \$0.001 par value per share (“*Preferred Stock*”).”

D. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Obalon Therapeutics, Inc. has caused this Certificate of Amendment to the Restated Certificate of Incorporation to be signed by its duly authorized officer on this 14th day of June, 2018.

OBALON THERAPEUTICS, INC.

By: /s/ Andrew Rasdal

Name: Andrew Rasdal

Title: President and Chief Executive Officer