

**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 16, 2021**

**Translate Bio, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38550**  
(Commission  
File Number)

**61-1807780**  
(IRS Employer  
Identification No.)

**29 Hartwell Avenue**  
**Lexington, Massachusetts**  
(Address of principal executive offices)

**02421**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 945-7361**

**Not applicable**  
(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 (see General Instruction A.2. below):

- 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 exchange on which registered
<b>Common Stock, \$0.001 par value</b>	<b>TBIO</b>	<b>Nasdaq Global Select Market</b>

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As disclosed in the proxy statement of Translate Bio, Inc. (the “Company”) relating to the Company’s 2021 Annual Meeting of Stockholders held on June 16, 2021 (the “Annual Meeting”), upon his election as a Class III director of the Company at the Annual Meeting (as described in Item 5.07 below), Owen Hughes, who previously served as a Class II director of the Company, resigned as a Class II director.

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

The Company held its Annual Meeting on June 16, 2021. The following is a summary of the matters voted on at the Annual Meeting:

- (a) For Proposal 1, the stockholders of the Company elected Owen Hughes and Ronald C. Renaud, Jr. as Class III directors, each to serve for a three-year term expiring at the Company’s annual meeting of stockholders to be held in 2024 and until his respective successor has been duly elected and qualified. The results of Proposal 1 were as follows:

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Owen Hughes	36,706,071	12,950,297	6,691,024
Ronald C. Renaud, Jr.	47,046,064	2,610,304	6,691,024

- (b) For Proposal 2, the stockholders of the Company approved a non-binding advisory vote of the compensation paid to the Company’s named executive officers. The results of Proposal 2 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
47,207,377	2,258,771	190,221	6,691,024

- (c) For Proposal 3, the stockholders of the Company recommended, in a non-binding, advisory vote, that future advisory votes on the compensation of the Company’s named executive officers be held every year. The results of Proposal 3 were as follows:

<u>One Year</u>	<u>Two Years</u>	<u>Three Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
48,919,083	22,957	34,720	679,608	6,691,024

- (d) For Proposal 4, the stockholders of the Company ratified the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021. The results of Proposal 4 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
56,327,393	14,490	5,510

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRANSLATE BIO, INC.

Date: June 16, 2021

By: /s/ Paul Burgess  
Paul Burgess  
Chief Operating Officer, Chief Legal Officer and Secretary