
**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): May 30, 2024

Keros Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(state or other jurisdiction
of incorporation)

001-39264
(Commission
File Number)

81-1173868
(I.R.S. Employer
Identification No.)

1050 Waltham Street, Suite 302
Lexington, Massachusetts
(Address of principal executive offices)

02421
(Zip Code)

Registrant's telephone number, including area code: (617) 314-6297

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:

- 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))
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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	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	KROS	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.

On May 30, 2024, Keros Therapeutics, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”), at which a quorum was present. At the Annual Meeting, the stockholders of the Company voted on the following four proposals: (1) to elect three nominees for director to hold office until the Company’s 2027 Annual Meeting of Stockholders and until their successors are duly elected and qualified (“Proposal 1”), (2) to ratify the selection by the Audit Committee of the Board of Directors of the Company (the “Board of Directors”) of Deloitte & Touche LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2024 (“Proposal 2”), (3) to approve, on an advisory basis, the compensation of the Company’s named executive officers (“Proposal 3”) as disclosed in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 17, 2024 (the “Proxy Statement”) and (4) to indicate, on an advisory basis, the preferred frequency of stockholder advisory votes on the compensation of the Company’s named executive officers (“Proposal 4”). Each of Proposal 1, Proposal 2, Proposal 3 and Proposal 4 are described in detail in the Proxy Statement. The final results of the voting on each proposal are set forth below.

Proposal 1 – Election of Directors

The Company’s stockholders elected the three persons listed below as directors, each to serve until the Company’s 2027 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The votes cast were as follows:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Jasbir Seehra, Ph.D.	28,980,411	199,924	3,109,658
Nima Farzan	22,751,167	6,429,168	3,109,658
Julius Knowles	21,464,815	7,715,520	3,109,658

Proposal 2 – Ratification of the Selection by the Audit Committee of the Board of Directors of Deloitte & Touche LLP as the Independent Registered Public Accounting Firm of the Company for its Fiscal Year Ending December 31, 2024

The Company’s stockholders approved Proposal 2. The votes cast were as follows:

Votes For	Votes Against	Votes Abstain
32,276,768	1,439	14

There were no broker non-votes with respect to Proposal 2.

Proposal 3 – Advisory Vote on Executive Compensation

The Company’s stockholders approved, on a non-binding advisory basis, Proposal 3. The votes cast were as follows:

Votes For	Votes Against	Votes Abstain	Broker Non-Votes
28,988,355	183,267	8,066	3,098,533

Proposal 4 – Advisory Vote on the Frequency of Solicitation of Advisory Stockholder Approval of Executive Compensation

The Company’s stockholders indicated, on a non-binding advisory basis, the preferred frequency for the solicitation of future advisory stockholder approval of the compensation paid to the Company’s named executive officers be held every year. The votes cast were as follows:

One Year	Two Years	Three Years	Votes Abstain	Broker Non-Votes
29,055,441	115	113,007	11,126	3,098,532

Consistent with the stockholder voting results above and the recommendation of the Board of Directors as disclosed in the Proxy Statement, the Board of Directors has determined to solicit a non-binding advisory vote on the compensation of the Company's named executive officers every year until the next required stockholder vote on the frequency of such non-binding advisory vote, or until the Board of Directors determines that a different frequency of such non-binding advisory vote is in the best interest of the Company's stockholders.

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.

KEROS THERAPEUTICS, INC.

By: /s/ Jasbir Seehra
Jasbir Seehra, Ph.D.
Chief Executive Officer

Dated: May 30, 2024