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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): June 15, 2023

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**ARDELYX, INC.**

(Exact name of registrant as specified in its charter)

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

**001-36485**  
(Commission  
File Number)

**26-1303944**  
(IRS Employer  
Identification Number)

**400 FIFTH AVE., SUITE 210, WALTHAM, MASSACHUSETTS 02451**  
(Address of principal executive offices, including Zip Code)

**Registrant's telephone number, including area code: (510) 745-1700**

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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, par value \$0.0001	ARDX	The Nasdaq Global 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 16, 2023, Ardelyx, Inc. (the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “Charter Amendment”) of its Amended and Restated Certificate of Incorporation to increase the authorized number of shares of the Company’s common stock from 300,000,000 to 500,000,000 shares. The Charter Amendment was approved by the Company’s stockholders at its Annual Meeting of Stockholders (the “Annual Meeting”) on June 15, 2023, as described below under Item 5.07.

A copy of the Charter Amendment is attached to this report as Exhibit 3.1.

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

On June 15, 2023, Ardelyx, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) online. Only stockholders of record at the close of business on April 18, 2023, the record date for the Annual Meeting, were entitled to vote at the Annual Meeting. As of the record date, 214,462,429 shares of the Company’s common stock were outstanding and entitled to vote at the Annual Meeting. At the Annual Meeting, 156,222,191 shares of the Company’s common stock were voted in person or by proxy for the four proposals set forth below, each of which is described in the Company’s Definitive Proxy Statement on Schedule 14A filed with the U.S. Securities and Exchange Commission (the “SEC”) on April 26, 2023.

#### Proposal No. 1 - Election of Directors

The Company’s stockholders elected the Class III director nominees below to the Company’s Board of Directors (the “Board”) to hold office until the 2026 Annual Meeting of Stockholders or until their successors are elected.

Class III Director Nominees	Votes For	Votes Withheld	Broker Non-Votes
Robert Bazemore	89,887,627	17,919,063	48,415,501
Muna Bhanji, R.Ph	89,774,352	18,062,338	48,415,501
Richard Rodgers	87,334,118	20,472,572	48,415,501

#### Proposal No. 2 - Approval of the Amendment to our Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 300,000,000 to 500,000,000

The Company’s stockholders approved the proposal to amend the Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 300,000,000 to 500,000,000.

Votes For	Votes Against	Abstentions	Broker Non-Votes
117,358,621	38,616,363	247,207	48,415,501

#### Proposal No. 3 - Approval, on a non-binding, advisory basis, of the Say-On-Pay proposal

The Company’s stockholders approved, on a non-binding, advisory basis, the Say-On-Pay proposal.

Votes For	Votes Against	Abstentions	Broker Non-Votes
91,624,106	14,569,831	1,612,753	48,415,501

#### Proposal No. 4 - Ratification of Selection of Independent Registered Accounting Firm

The Company’s stockholders ratified the selection, by the Audit Committee of the Board, of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2023.

Votes For	Votes Against	Abstentions	Broker Non-Votes
152,059,458	3,247,809	914,924	—

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**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to Amended and Restated Certificate of Incorporation of Ardelyx, Inc.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Date: June 20, 2023

ARDELYX, INC.

By: /s/ Elizabeth Grammer  
Elizabeth Grammer  
Chief Legal and Administrative Officer

**CERTIFICATE OF AMENDMENT  
OF THE AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
ARDELYX, INC.**

**June 16, 2023**

Ardelyx, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The name of the Corporation is Ardelyx, Inc.
2. This Certificate of Amendment (this "Certificate of Amendment") amends the provisions of the Corporation's amended and restated certificate of incorporation filed with the Secretary of State of the State of Delaware on June 23, 2014 (the "Amended and Restated Certificate of Incorporation").
3. The effective date of this Certificate of Amendment shall be the date it is filed with the Secretary of State of the State of Delaware.
4. Article IV, Section A of the Company's Amended and Restated Certificate of Incorporation would read in its entirety as follows:

“A. This Corporation is authorized to issue two classes of capital stock which shall be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares that the Corporation is authorized to issue is Five Hundred Five Million (505,000,000), of which Five Hundred Million (500,000,000) shares shall be Common Stock and Five Million (5,000,000) shares shall be Preferred Stock. The Common Stock shall have a par value of \$0.0001 per share and the Preferred Stock shall have a par value of \$0.0001 per share. Subject to the rights of the holders of any series of Preferred Stock, the number of authorized shares of any of the Common Stock or Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority in voting power of the stock of the Corporation with the power to vote thereon irrespective of the provisions of Section 242(b)(2) of the Delaware General Corporation Law, and no vote of the holders of any of the Common Stock or Preferred Stock voting separately as a class shall be required therefor.”
5. This Certificate of Amendment has been duly adopted in accordance with the provisions of Section 242 of the DGCL.
6. All other provisions of the Amended and Restated Certificate of Incorporation shall remain in full force and effect.

*[remainder of page intentionally left blank]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed on its behalf.

By: /s/ Michael Raab  
Michael Raab  
Title: President and Chief  
Executive Officer

[Signature Page to Certificate of Amendment of the Amended and Restated Certificate of Incorporation]