

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 1, 2023

MYRIAD GENETICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-26642
(Commission
File Number)

87-0494517
(IRS Employer
Identification No.)

320 Wakara Way
Salt Lake City, Utah 84108
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (801) 584-3600

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))
- 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, \$0.01 par value	MYGN	Nasdaq Global Select 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.

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

As reported below in Item 5.07, Myriad Genetics, Inc. (the "Company") held its 2023 Annual Meeting of Stockholders (the "Annual Meeting") at which the Company's stockholders approved an amendment to the Company's 2017 Employee, Director and Consultant Equity Incentive Plan, as amended (the "2017 Plan"), which increased the aggregate number of shares of common stock available for the grant of awards under the 2017 Plan by an additional 4.8 million shares. A summary of the material terms of the 2017 Plan is set forth in the Company's definitive proxy statement for the Annual Meeting, which was filed with the Securities and Exchange Commission on April 12, 2023. A copy of the 2017 Plan is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

ITEM 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 1, 2023, the Company's stockholders voted at the Annual Meeting to approve an amendment to the Company's Restated Certificate of Incorporation, as amended (the "Restated Certificate of Incorporation") to limit the personal liability of certain senior officers of the Company as permitted by recent amendments to Delaware law (the "Officer Exculpation Amendment"). The Company's stockholders also voted at the Annual Meeting to approve an amendment to the Restated Certificate of Incorporation to add a federal forum selection clause for claims under the Securities Act of 1933, as amended (the "Federal Forum Selection Clause Amendment" and together with the Officer Exculpation Amendment, the "Amendments").

The Amendments became effective upon the Company's filing of a Certificate of Amendment to the Restated Certificate of Incorporation with the Secretary of State of Delaware on June 1, 2023 (the "Certificate of Amendment"). The foregoing description of the Amendments is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

ITEM 5.07 Submissions of Matters to a Vote of Security Holders

On June 1, 2023, the Company held its Annual Meeting. Of the 81,548,589 shares of Company common stock outstanding as of the record date of April 6, 2023, a quorum of 74,499,118 shares, or approximately 91% of the outstanding shares of Company common stock, was present in person (via webcast) or represented by proxy.

The following is a brief description of each matter submitted to a vote at the Annual Meeting, as well as the number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter.

Proposal No. 1: Election of Directors

	Votes For	Votes Against	Votes Abstained	Broker Non-Votes
Paul M. Bisaro	70,549,855	311,078	29,348	3,608,837
Rashmi Kumar	69,479,076	1,382,472	28,733	3,608,837
Lee N. Newcomer, M.D.	70,034,002	839,343	16,936	3,608,837

Each of Paul M. Bisaro, Rashmi Kumar, and Lee N. Newcomer, M.D., was elected to serve as a director of the Company for a term expiring at the 2026 Annual Meeting of Stockholders, and until his or her successor is duly elected and qualified or until his or her earlier death, resignation, retirement or removal.

Proposal No. 2: Ratification of the Selection of Ernst & Young LLP as Our Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2023

Votes For	Votes Against	Votes Abstained
71,921,900	2,563,981	13,237

The ratification of the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023 was approved by stockholders.

Proposal No. 3: Approval, on an Advisory Basis, of the Compensation of Our Named Executive Officers, as Disclosed in the Proxy Statement

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
68,121,537	2,731,973	36,771	3,608,837

The advisory vote to approve the compensation of the Company's named executive officers, as disclosed in the proxy statement, was approved by stockholders.

Proposal No. 4: Advisory Vote on the Frequency of Holding an Advisory Vote on the Compensation of Our Named Executive Officers

Votes Every One Year	Votes Every Two Years	Votes Every Three Years	Votes Abstained
67,953,555	8,982	2,912,353	15,391

The stockholders voted to approve, on an advisory basis, one year as the preferred frequency of future advisory votes on the compensation of the Company's named executive officers.

After considering the preference of Company stockholders for a frequency of once each year and other factors, the Company's Board of Directors determined, at a meeting held on June 1, 2023, that the Company intends to hold an advisory vote on the compensation of its named executive officers on an annual basis, until the next required advisory vote on the frequency of such advisory vote. The Company is required to hold a vote on the preferred frequency of future advisory votes on the compensation of the Company's named executive officers every six years.

Proposal No. 5: Approval of a Proposed Amendment to the 2017 Plan to Replenish the Share Pool for Equity Incentive Grants

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
66,996,613	3,829,841	63,827	3,608,837

The stockholders voted to approve the proposed amendment to the 2017 Plan to increase the aggregate number of shares of common stock available for the grant of awards under the 2017 Plan by an additional 4.8 million shares.

Proposal No. 6: To Approve an Amendment to the Company's Restated Certificate of Incorporation to Add a Federal Forum Selection Clause

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
64,586,633	6,222,162	81,486	3,608,837

The stockholders voted to approve the Federal Forum Selection Clause Amendment.

Proposal No. 7: To Approve an Amendment to the Company's Restated Certificate of Incorporation to Limit Personal Liability of Certain Senior Officers of the Company

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
59,118,369	11,652,693	119,219	3,608,837

The stockholders voted to approve the Officer Exculpation Amendment.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to Restated Certificate of Incorporation, as amended, dated June 1, 2023
10.1+	2017 Employee, Director and Consultant Equity Incentive Plan, as amended
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

(+) Management contract or compensatory plan arrangement

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.

MYRIAD GENETICS, INC.

Date: June 2, 2023

By: /s/ R. Bryan Riggsbee

R. Bryan Riggsbee
Chief Financial Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:53 PM 06/01/2023
FILED 04:53 PM 06/01/2023
SR 20232632732 - File Number 2315110

**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
MYRIAD GENETICS, INC.**

Myriad Genetics, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The name of the Corporation is Myriad Genetics, Inc.
2. The Certificate of Incorporation of the Corporation was originally filed with the Delaware Secretary of State on November 6, 1992. A Restated Certificate of Incorporation was filed with the Delaware Secretary of State on October 12, 1995 (the "Restated Certificate"). A Certificate of Amendment was filed with the Delaware Secretary of State on August 16, 2000, a Certificate of Designation was filed with the Delaware Secretary of State on July 17, 2001 and a Certificate of Amendment was filed with the Delaware Secretary of State on November 14, 2008.
3. The Restated Certificate, as amended, is hereby further amended to add a new paragraph TWELFTH and a new paragraph THIRTEENTH, to read in its entirety as follows:

"TWELFTH: Unless the Corporation consents in writing to the selection of an alternative forum, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any claims under the Securities Act of 1933, as amended, or any successor thereto. Nothing herein contained shall be construed to preclude stockholders that assert claims under the Exchange Act of 1934, as amended, or any successor thereto, from bringing such claims in state or federal court, subject to applicable law. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article TWELFTH."

"THIRTEENTH: No officer shall be personally liable to the Corporation or its stockholders for any monetary damages for breaches of fiduciary duty as an officer, notwithstanding any provision of law imposing such liability; provided that this provision shall not eliminate or limit the liability of an officer, to the extent that such liability is imposed by applicable law, (i) for any breach of the officer's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for any transaction from which the officer derived an improper personal benefit, or (iv) in any action by or in the right of the Corporation. This provision shall not eliminate or limit the liability of an officer for any act or omission if such elimination or limitation is prohibited by the General Corporation Law of the State of Delaware. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any officer for or with respect to any acts or omissions of such officer occurring prior to such amendment or repeal. If the General Corporation Law of the State of Delaware is amended to authorize corporate action further eliminating or limiting the personal liability of officers, then the liability of an officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware, as so amended."

4. The Board of Directors of the Corporation has duly adopted resolutions (i) declaring this Certificate of Amendment to be advisable, (ii) adopting and approving this Certificate of Amendment, (iii) directing that this Certificate of Amendment be submitted to the stockholders of the Corporation for their approval at the 2023 Annual Meeting of the stockholders of the Corporation and (iv) recommending to the stockholders of the Corporation that this Certificate of Amendment be approved.
5. This Certificate of Amendment has been duly authorized, adopted and approved by the Board of Directors of the Corporation in accordance with the provisions of Sections 141 and 242 of the Delaware General Corporation Law.
6. This Certificate of Amendment was submitted to and duly adopted and approved by the stockholders of the Corporation at the 2023 Annual Meeting of the stockholders of the Corporation in accordance with the provisions of Sections 222 and 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, this Certificate of Amendment has been executed by a duly authorized officer of this Corporation on this 1st day of June, 2023.

MYRIAD GENETICS, INC.

By: /s/ Justin D. Hunter
Name: Justin D. Hunter
Title: Corporate Secretary
