
**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): April 15, 2026

HCW Biologics Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40591
(Commission
File Number)

82-5024477
(IRS Employer
Identification No.)

2929 N. Commerce Parkway
Miramar, Florida
(Address of Principal Executive Offices)

33025
(Zip Code)

Registrant's Telephone Number, Including Area Code: 954 842-2024

(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	HCWB	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 15, 2026, the Board of Directors of HCW Biologics Inc., a Delaware corporation (the “**Company**”) approved and adopted an amendment to the Company’s Bylaws (as amended and restated to date, the “**Bylaws**”).

The amendment, which is effective from and after April 28, 2026, lowers the quorum requirement contained in Section 1.5 of the Bylaws to provide that holders of thirty-three and one-third percent (33 1/3%) of the voting power, which includes the voting power that is present in person or by proxy, regardless of whether the proxy has authority to vote on any matter, constitutes a quorum for the transaction of business (the “**Amendment**”). Prior to the Amendment, the Bylaws provided that the holders of a majority of the voting power of the shares of stock issued and outstanding and entitled to vote at the meeting, present in person or represented by proxy, constituted a quorum for the transaction of business.

The foregoing summary of the Amendment is qualified in its entirety by reference to the text of the Amendment, which is attached as Exhibit 3.2a to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.2a	Amendment to the Bylaws of HCW Biologics, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

HCW BIOLOGICS INC.

Date: April 16, 2026

By: /s/ Hing C. Wong
Hing C. Wong, Founder and Chief Executive Officer

AMENDMENT TO AMENDED AND RESTATED BYLAWS

OF

HCW BIOLOGICS INC.

This Amendment (the “**Amendment**”) to the Amended and Restated Bylaws of HCW BIOLOGICS INC., a Delaware corporation (the “**Corporation**”), shall be, and hereby is, adopted and effective upon the unanimous written consent of the Board of Directors of the Corporation (the “**Board**”), approving this Amendment.

WHEREAS, the Corporation and the Board desire to amend the existing Amended and Restated Bylaws of the Corporation, dated July 22, 2021, (the “**Bylaws**”) to decrease the quorum for meetings of the stockholders from “holders of a majority of the shares outstanding and entitled to vote,” as presently required pursuant to the Bylaws, to “thirty-three and one-third percent (33 1/3%) of the voting power”; and

WHEREAS, Article X of the Bylaws provides that any alteration, amendment, or repeal of the Bylaws, or adoption of new Bylaws, shall require approval of the Board of Directors or the stockholders of the Corporation, as expressly provided in the Certificate of Incorporation; and

WHEREAS, Section 109(a) of the Delaware General Corporation Law permits a certificate of incorporation to confer upon a company’s board of directors the power to adopt, amend, or repeal a company’s bylaws, and the Board has hereby determined that it is authorized to amend the Bylaws without stockholder approval.

NOW, THEREFORE, pursuant to Section 109(a) of the Delaware General Corporation Law and the terms of the Bylaws, the Bylaws shall be amended as follows:

1. Section 1.5 of the Bylaws shall be amended and restated in its entirety to read as follows:

“1.5. Quorum. From and after April 28, 2026, and except as otherwise provided by law or the Certificate of Incorporation, thirty-three and one-third percent (33 1/3%) of the voting power, which includes the voting power that is present in person or by proxy, regardless of whether the proxy has authority to vote on any matter, constitutes a quorum for the transaction of business. The stockholders present at a duly called or held meeting, at which a quorum of the stockholders is present, may continue to transact business until adjournment notwithstanding the withdrawal of enough stockholders to leave less than a quorum. In case a quorum is not present at any meeting, those present shall have the power to adjourn the meeting from time to time, without notice or other announcement at the meeting, until the requisite number of voting shares shall be represented; any business may be transacted at such reconvened meeting which might have been transacted at the meeting which was adjourned.”

2. Except as modified by this Amendment, (a) the Bylaws and all the terms thereof are hereby ratified, confirmed, and approved in all respects and (b) the Bylaws shall, and hereby do, remain unchanged and in full force and effect. Should any provision of the Bylaws conflict with the terms of this Amendment, the terms of this Amendment shall govern, and the Bylaws shall be revised and interpreted accordingly to give full force and effect to the terms of this Amendment. Except as expressly set forth above, no amendment to the Bylaws is affected or contemplated hereby. Any capitalized terms not expressly defined herein shall have the meaning of such terms as set forth in the Bylaws.

The undersigned, being the duly appointed Secretary of the Corporation, does hereby certify that the foregoing Amendment to Amended and Restated Bylaws of the Corporation is a true and correct copy of the Amendment to Amended and Restated Bylaws of HCW Biologics, Inc., as adopted by the Board of Directors of the Corporation by unanimous written consent dated April 15, 2026.

By: /s/ Nicole Valdivieso

Print: Nicole Valdivieso

Title: Secretary
