

**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): January 12, 2024**

**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:**

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 1.02 Termination of a Material Definitive Agreement.**

On January 10, 2024, HCW Biologics Inc. (the "Company") exercised its right to terminate its credit agreement (the "Agreement"), dated April 21, 2023, with Prime Capital Ventures, LLC (the "Lender"), as permitted under the terms of the Agreement. The termination followed repeated delays in funding and related concerns. There are no borrowings under the Agreement, and the Company will not incur any penalties as a result of such termination under the terms of the Agreement. Upon exercising its right to terminate the Agreement, the Company became entitled to receive the return of the \$5.25 million that the Company placed on deposit to establish an interest reserve account with the Lender, as required under the terms of the Agreement.

The Company entered the Agreement to obtain financing for the purpose of building its proposed manufacturing facility and upgrading its research and laboratory facilities at its new headquarters located in Miramar, Florida. The Company is currently seeking an alternative source of financing to allow the building project to continue with minimal delays.

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**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: January 12, 2024

By: /s/ Hing C. Wong  
Hing C. Wong, Ph.D., Founder and CEO

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