

**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 24, 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 3.03 Material Modification to Rights of Security Holders.**

On June 15, 2026, at the Annual Meeting of Stockholders of HCW Biologics Inc., a Delaware corporation (the “Company”), the stockholders granted to the Board of Directors of the Company the authority to effectuate a reverse split of the Company’s issued and outstanding shares of common stock, par value \$0.0001 per share (the “Common Stock”). On June 24, 2026, the Board of Directors (the “Board”) approved a reverse stock split at a ratio of 1 - for - 6 (one for six) shares (the “Reverse Stock Split”). The Company expects that the effective time of the Reverse Stock Split will be at or about 12:01 a.m. Eastern time on Tuesday, June 30, 2026 (the “Effective Date”), with the Common Stock trading on The Nasdaq Capital Market (“Nasdaq”) on a reverse split-adjusted basis under the Company’s existing trading symbol, “HCWB,” at the market open on Tuesday, June 30, 2026.

#### ***Reasons for Reverse Stock Split***

As of June 24, 2026, the Company’s shares traded over \$1.00 per share for 27 consecutive trading days; however, the trading price was sustained at the minimum level. According to the terms contained in a decision letter from the Nasdaq Hearings Panel (the “Panel”) delivered on May 29, 2026, any future noncompliance of the Common Stock with Nasdaq Listing Rule 5550(a), or (the “Bid Price Rule”) prior to September 22, 2026, will result in automatic delisting of the Common Stock. The Company is effecting the Reverse Stock Split now in an effort to ensure the Company remains compliant with the Bid Price Rule as well as the terms required by the Panel.

#### ***Effects of the Reverse Stock Split***

*Effective Date; Symbol; CUSIP Number.* The Reverse Stock Split will become effective with Nasdaq, and the Common Stock will begin trading on a reverse split-adjusted basis, at the open of business on the Effective Date. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock will change to 40423R303.

*Split Adjustment; Treatment of Fractional Shares.* On the Effective Date, the total number of shares of Common Stock held by each stockholder of the Company will be converted automatically into the number of shares of Common Stock equal to: (i) the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Stock Split divided by (ii) six (6). Any fractional share of Common Stock that would otherwise result from the Reverse Stock Split will be rounded up to the next whole share and, as such, any stockholder who otherwise would have held a fractional share after giving effect to the Reverse Stock Split will instead hold one whole share of the post-Reverse Stock Split Common Stock after giving effect to the Reverse Stock Split. As a result, no fractional shares will be issued in connection with the Reverse Stock Split and no cash, scrip, or other consideration will be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split. The Company intends to treat stockholders holding shares of Common Stock in “street name” (that is, held through a bank, broker, or other nominee) in the same manner as stockholders of record whose shares of Common Stock are registered in their names. Banks, brokers, or other nominees will be instructed to effect the Reverse Stock Split for their beneficial holders holding shares of the Company’s Common Stock in “street name”; however, these banks, brokers, or other nominees may apply their own specific procedures for processing the Reverse Stock Split.

Also, on the Effective Date, all options and warrants of the Company outstanding immediately prior to the Reverse Stock Split will be adjusted by (i) dividing the number of shares of Common Stock into which the options and warrants are exercisable or convertible by six (6) and (ii) multiplying the exercise or conversion price thereof by six (6), all in accordance with the terms of the plans, agreements, or arrangements governing such options and warrants and subject to rounding up to the nearest whole share.

*Non-Certificated Shares.* Those Company stockholders who hold their shares in electronic form do not need to take any action, as the effect of the Reverse Stock Split will automatically be reflected in their accounts with the Company’s transfer agent. Those stockholders who hold their shares in “street name” will receive instructions from their bank, broker, or nominee.

*Amended Certificate of Incorporation.* The Company effected the Reverse Stock Split pursuant to the Company’s filing of a Certificate of Amendment of Certification of Incorporation with the Secretary of State of the State of Delaware on June 24, 2026 to advance the first day of trading on a reverse split-adjusted basis to the Effective Date, all in accordance with the Delaware General Corporation Law. The Certificate of Amendment of Certificate of Incorporation is expected to become effective at or about 12:01 a.m. Eastern time on the Effective Date. A copy of the Certificate of Amendment of Certificate of Incorporation is attached as Exhibit 3.1 to this Current Report.

*Stockholder Approval.* As disclosed above and as reported on Form 8-K filed on June 15, 2026, the Company’s stockholders approved an amendment to the Company’s Certificate of Incorporation to implement one or more reverse stock splits of the outstanding shares of the Common Stock (as necessary to maintain a listing of the Common Stock on Nasdaq in an aggregate range from one-for-five (1:5) up to one-for-twenty (1:20), or anywhere between, all as determined in the sole discretion of the Company’s Board of Directors. The stockholder approval occurred at the Annual Meeting of Stockholders held on June 15, 2026 at 10 a.m. Eastern time.

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*Capitalization.* Prior to the Reverse Stock Split, the Company was authorized to issue 250,000,000 shares of Common Stock. There will be no change in the number of authorized shares as a result of the Reverse Stock Split. As of June 25, 2026, there were 9,581,079 shares of Common Stock outstanding. As a result of the Reverse Stock Split, there will be approximately 1,596,849 shares of Common Stock outstanding (subject to adjustment due to the effect of rounding fractional shares into whole shares). The number of shares of preferred stock that the Company is authorized to issue will not be impacted; none is currently issued and outstanding.

Immediately after the Reverse Stock Split, each stockholder's relative ownership interest in the Company and proportional voting power will remain virtually unchanged except for minor changes and adjustments that will result from rounding fractional shares of Common Stock into whole shares.

### **Forward Looking Statements**

This Current Report on Form 8-K contains forward-looking statements. Forward-looking statements may include, but are not limited to, statements related to the Reverse Stock Split, the effectiveness of the Certificate of Amendment of Certificate of Incorporation, and the Company's ability to maintain compliance with Nasdaq's minimum bid price requirement, as well as statements, other than historical facts, that address activities, events, or developments that the company intends, expects, projects, believes, or anticipates will or may occur in the future. These statements are often characterized by terminology such as "believes," "hopes," "may," "anticipates," "should," "intends," "plans," "will," "expects," "estimates," "projects," "positioned," "strategy," and similar expressions and are based on assumptions and assessments made in light of management's experience and perception of historical trends, current conditions, expected future developments, and other factors believed to be appropriate. Forward-looking statements in this Current Report on Form 8-K are made as of the date of this Current Report on Form 8-K, and the Company undertakes no duty to update or revise any such statements, whether as a result of new information, future events, or otherwise. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, many of which are outside of the Company's control. Important factors that could cause actual results, developments, and business decisions to differ materially from forward-looking statements are described in the sections titled "Risk Factors" in the Company's filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K filed on March 31, 2026, as well as Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K, and include whether the Company will be successful in maintaining the listing of its Common Stock on Nasdaq and the effects of the Reverse Stock Split.

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The information set forth in Item 3.03 is hereby incorporated by reference into this Item 5.03.

### **Item 7.01 Regulation FD Disclosure.**

On June 26, 2026, Company issued a press release announcing the Reverse Stock Split. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Exhibit 99.1 is being furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment of Certificate of Incorporation, filed June 24, 2026.</a>
99.1	<a href="#">Press release, dated June 26, 2026, announcing reverse stock split.</a>
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: June 26, 2026

By: /s/ Hing Wong

Hing C. Wong, Founder and Chief Executive Officer

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**FORM OF  
STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certifies:

**FIRST:** That by a unanimous consent in lieu of a special meeting of the Board of Directors of

**HCW Biologics Inc.**

resolutions were duly adopted setting forth a proposed second amendment of the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article IV, Section 1 of the Restated Certificate of Incorporation of this corporation be amended by adding the following new paragraph at the end of Article IV, Section 1:

Upon the effectiveness (the “**Effective Time**”) of this Certificate of Amendment to the Restated Certificate of Incorporation with the Secretary of State of the State of Delaware, each six (6) shares of this corporation’s Common Stock, par value \$0.0001 per share, issued and outstanding immediately prior to the Effective Time (the “**Old Common Stock**”) shall automatically without further action on the part of this corporation or any holder of Old Common Stock, be reclassified, combined, converted, and changed into one (1) fully paid and nonassessable share of common stock, par value \$0.0001 per share (the “**New Common Stock**”), subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Amendment. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of this reverse stock split shall be entitled to receive one whole share of New Common Stock in lieu of any fractional share created as a result of such Reverse Stock Split.

**SECOND:** That, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**FOURTH:** That said amendment shall be effective as of 12:01 a.m. Eastern time on June 30, 2026.

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**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 24th day of June, 2026.

By: /s/ Hing Wong  
Authorized Officer

Title: Founder and Chief Executive Officer  
Name: Hing C. Wong

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**HCW Biologics Announces 1-for-6 Reverse Stock Split  
Effective on June 30, 2026**

*Company completed 28 consecutive trading days above \$1.00 per share on June 25, 2026*

*Reverse stock split effectuated to ensure ongoing compliance with the Bid Price Rule and additional requirements from Nasdaq Hearings Panel*

**Miramar, FL** – June 26, 2026 – HCW Biologics Inc. (the “Company” or “HCW Biologics”) (NASDAQ: HCWB), a U.S.-based clinical-stage biopharmaceutical company developing transformative fusion immunotherapeutics to support or treat diseases promoted by chronic inflammation, focusing on autoimmune disorders and other inflammatory diseases, cancer and senescence-associated dysplasia, today announced that its Board of Directors has approved a 1-for-6 reverse stock split of the Company’s common stock, par value \$0.0001 (“Common Stock”), which will be effective at 12:01 a.m. Eastern Time on June 30, 2026. The Company’s Common Stock will be traded on The Nasdaq Capital Market on a reverse split-adjusted basis beginning on June 30, 2026, under the Company’s existing trading symbol “HCWB.”

After an appeal, the Company received a decision letter from a Nasdaq Hearings Panel (the “Panel”) on May 29, 2026, which provided a path to compliance with Nasdaq Listing Rule 5550(a) (the “Bid Price Rule”). The primary requirement in the Panel’s decision letter was that the Company’s Common Stock must trade above \$1.00 per share for a period of 20 days prior to July 29, 2026. The Company’s Common Stock completed 20 trading days above \$1.00 per share as of June 12, 2026, and has continued to trade around \$1 per share since that time. Given the Panel’s stated requirements, including that the Company maintain compliance with the Bid Price Rule or face immediate delisting, the reverse stock split is intended to ensure compliance with the Bid Price Rule as well as other conditions required by the Panel. The new CUSIP number following the reverse stock split will be 40423R303. The Company filed the relevant amendments to its Certificate of Incorporation with the Delaware Secretary of State on June 24, 2026 to effect the reverse split on June 30, 2026.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder’s percentage ownership interest in the Company, except to the extent that the reverse stock split would otherwise result in any of the Company’s stockholders owning a fractional share as described in more detail below.

The reverse stock split will reduce the number of shares of Common Stock issued and outstanding from 9,581,079 (the number of issued and outstanding shares as of June 25, 2026) to approximately 1,596,849. The total authorized number of shares of Common Stock will remain at 250,000,000 shares of Common Stock and the per-share par value will remain at \$0.0001 per share. No fractional shares will be issued in connection with the reverse stock split. Each stockholder who would otherwise be entitled to receive a fraction of a share of the Company’s Common Stock will instead receive one whole share of Common Stock in connection with the reverse stock split.

As of the effective date of the reverse stock split, the number of shares of Common Stock available for issuance under the Company’s equity incentive plans and issuable upon the exercise of stock options and warrants outstanding immediately prior to the reverse stock split will be proportionately affected by the reverse stock split. The exercise prices of the Company’s outstanding options and warrants will be adjusted in accordance with their respective terms.

Equiniti Trust Company LLC (“Equiniti”), the Company’s transfer agent, will act as the exchange agent for the reverse stock split. Those Company stockholders who hold their shares in electronic form do not need to take any action, as the effect of the Reverse Stock Split will automatically be reflected in their accounts with Equiniti. Those stockholders who hold their shares in “street name” will receive instructions from their bank, broker, or nominee.

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**About HCW Biologics:**

HCW Biologics Inc. (the “Company”) (NASDAQ: HCWB) is a clinical-stage biopharmaceutical company developing transformative fusion immunotherapeutics to treat diseases promoted by chronic inflammation, including autoimmune diseases, cancer, and senescence-associated dysplasia. The Company’s immunotherapeutics represent a new class of drugs that it believes have the potential to fundamentally change the treatment of proinflammatory and senescence-associated diseases and conditions that are promoted by chronic inflammation —and in doing so, improve patients’ quality of life and possibly extend longevity. A key aspect of the Company’s clinical development and financing strategy is to focus on its business development programs. See the Company Pipeline at <https://hcwbiologics.com/pipeline/>

**Forward-Looking Statements:**

This press release contains forward-looking statements as that term is defined in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements in this press release that are not purely historical are forward-looking statements. Such forward-looking statements include, among other things, statements relating to the timing, consummation, and impact of the reverse stock split, the Company’s ability to maintain compliance with Nasdaq’s minimum bid price requirement, and the actions of third parties, including Equiniti, with respect to the reverse stock split. Actual results could differ from those projected in any forward-looking statement due to numerous factors. Such factors include, among others, our ability to maintain compliance with Nasdaq’s continued listing rules. These forward-looking statements are made as of the date of this press release, and we assume no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements, except as required by law. Investors should consult all of the information set forth herein and should also refer to the risk factor disclosure set forth in the reports and other documents we file with the Securities and Exchange Commission, or the SEC, available at [www.sec.gov](http://www.sec.gov), including, without limitation, the Company’s most recent Annual Report on Form 10-K filed on March 31, 2026, and other SEC filings.

**Company Contact:**

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