

**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 24, 2023**

**Calyxt, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-38161**  
(Commission  
File Number)

**27-1967997**  
(IRS Employer  
Identification No.)

**2800 Mount Ridge Road**  
**Roseville, MN 55113-1127**  
(Address and zip code of principal executive offices)

**(651) 683-2807**  
(Registrant's telephone number, including area code)

**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 exchange on which registered
Common Stock, par value \$0.0001 per share	CLXT	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 April 24, 2023, Calyxt, Inc. (“Calyxt” or the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) in order to effect the previously announced one-for-ten reverse stock split (the “Reverse Stock Split”) of the Company’s common stock, par value \$0.0001 per share (“Common Stock”). The Reverse Stock Split has no effect on the number of shares of Common Stock authorized for issuance or on the par value of the Company’s Common Stock. The Certificate of Amendment became effective at 4:30 p.m. Eastern time on April 24, 2023. The foregoing summary of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

The Common Stock will begin trading on a split-adjusted basis when the Nasdaq Capital Market opens on April 25, 2023 under the symbol “CLXT” with a new CUSIP number (13173L206).

**Item 8.01. Other Events.**

In connection with the Reverse Stock Split, the number of shares registered on applicable registration statements on Form S-3 (File Nos. 333-266302 and 333-267499), Form S-4 (File No. 333-269764) and Form S-8 (File Nos. 333-219382, 333-231336, 333-257972 and 333-270245) filed with the Securities and Exchange Commission have been proportionately reduced. Additionally, as a result of the Reverse Stock Split, the Company made anti-dilution adjustments to (i) the Calyxt, Inc. 2017 Omnibus Incentive Plan (the “2017 Plan”), (ii) the Calyxt, Inc. Equity Incentive Plan (the “2014 Plan”) and (iii) the Calyxt, Inc. 2021 Employee Inducement Incentive Plan (the “Inducement Plan” and, together, with the 2017 Plan and the 2014 Plan, the “Plans”). The Company also made adjustments to the outstanding awards issued under the Plans in accordance with the respective terms of the Plans.

On April 24, 2023, Calyxt released a press release announcing the Reverse Stock Split, which is attached as Exhibit 99.1 hereto and incorporated by reference herein.

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

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Calyxt, Inc., dated April 24, 2023</a>
99.1	<a href="#">Press Release, dated April 24, 2023</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, Calyxt, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: April 24, 2023

CALYXT, INC.

By: /s/ Michael A. Carr

Name: Michael A. Carr

Title: President and Chief Executive Officer

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

Calyxt, Inc., a corporation organized and existing under the laws of the State of Delaware, does hereby certify as follows:

- (1) The name of the Corporation is Calyxt, Inc (the “**Corporation**”).
- (2) The Amended and Restated Certificate of Incorporation of the Corporation was filed with the Secretary of State of the State of Delaware on July 25, 2017.
- (3) Pursuant to and in accordance with Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment hereby further amends the provisions of the Amended and Restated Certificate of Incorporation of the Corporation to amend and restate in its entirety Section 1 of Article 4 as follows:

“Section 1. The total number of shares of stock which the Corporation shall have authority to issue is 325,000,000, consisting of 275,000,000 shares of common stock, par value \$0.0001 per share (the “**Common Stock**”), and 50,000,000 shares of preferred stock, par value \$0.0001 per share (the “**Preferred Stock**”). Upon filing and effectiveness of this Certificate of Amendment with the Secretary of State of Delaware (the “**Effective Time**”), every ten (10) issued and outstanding shares of Common Stock shall without further action by the Corporation or the holder thereof be combined into and automatically become one share of Common Stock (the “**Reverse Stock Split**”). The number of authorized shares of Common Stock of the Corporation and the par value of the Common Stock shall remain as set forth in this Amended and Restated Certificate of Incorporation, as amended. No fractional shares shall be issued in connection with the Reverse Stock Split. In lieu of any fractional shares to which a stockholder would otherwise be entitled (after taking into account all fractional shares of Common Stock otherwise issuable to such holder), all fractional shares resulting from the Reverse Stock Split shall be rounded up to the nearest whole share. The capital of the Corporation will not be reduced under or by reason of any amendment herein certified.”

- (4) This Certificate of Amendment shall become effective as of April 24, 2023 at 4:30 p.m.
- (5) This Certificate of Amendment was duly proposed and adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and the affirmative vote of the holders of a majority of the Corporation’s outstanding stock entitled to vote thereon.

\* \* \* \* \*

IN WITNESS WHEREOF, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this Corporation on this day of April 24, 2023.

CALYXT, INC.

By: /s/ Michael A. Carr

Name: Michael A. Carr

Title: President and Chief Executive Officer

*[Signature Page to Certificate of Amendment]*

**Calyxt Completes One-for-Ten Reverse Stock Split**

**ROSEVILLE, MN, April 24, 2023 (PR NEWSWIRE)** – Calyxt, Inc. (Nasdaq: CLXT) (“Calyxt” or the “Company”) today announced that it has completed the previously announced reverse stock split of Calyxt’s common stock, par value \$0.0001 per share (“Common Stock”), at a ratio of 1-for-10. The reverse stock split was previously approved by the Company’s stockholders at the annual meeting of shareholders on June 1, 2022.

Calyxt filed an amendment to its amended and restated certificate of incorporation to effectuate the reverse stock split as of 4:30 p.m. Eastern time on April 24, 2023 (the “effective date”) and the Common Stock will begin trading on an adjusted basis giving effect to the reverse stock split when the Nasdaq Capital Market opens on April 25, 2023. The Common Stock will continue trading on the Nasdaq Capital Market under the symbol “CLXT,” but will trade under a new CUSIP number (13173L206).

As a result of the reverse stock split, every ten shares of Common Stock issued and outstanding or held as treasury shares as of the effective date were automatically combined into one share of Common Stock. This reduced the number of outstanding shares of Common Stock from approximately 49.7 million to approximately 5.0 million. The reverse stock split had no effect on the number of shares of Common Stock authorized for issuance or on the par value of the Common Stock.

Outstanding Calyxt equity-based awards under Calyxt’s benefit plans were proportionately adjusted. No fractional shares were issued in connection with the reverse stock split and any fractional shares resulting from the reverse stock split were rounded up to the nearest whole share.

The Company’s transfer agent, Broadridge Corporate Issuer Solutions, Inc., is acting as exchange agent for the reverse stock split. Registered stockholders holding pre-split shares of Common Stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning Common Stock via a broker, bank, custodian or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to such broker’s particular processes, and will not be required to take any action in connection with the reverse stock split. Such beneficial holders are encouraged to contact their broker, bank or custodian with any procedural questions.

Additional information concerning the reverse stock split can be found in Calyxt’s definitive proxy statement filed with the Securities and Exchange Commission (the “SEC”) on April 19, 2022.

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**About Calyxt**

Calyxt (Nasdaq: CLXT) is a plant-based synthetic biology company. Calyxt leverages its proprietary PlantSpring™ technology platform and Plant Cell Matrix™ structures to engineer plant metabolism to produce innovative high value plant-based chemistries for use in customers' materials and products. As plant-based solutions, Calyxt's synthetic biology products can be used in helping customers meet their sustainability targets and financial goals. Calyxt's diversified offerings are primarily delivered through its proprietary BioFactory production system. For more information, visit [www.calyxt.com](http://www.calyxt.com).

PlantSpring, Plant Cell Matrix, PCM, BioFactory, and the Calyxt logo are trademarks of Calyxt, Inc. Any other trademarks belong to their respective owners.

**Contact**

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