

**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 2, 2022**

**GRAYBUG VISION, INC.**

(Exact Name of Registrant as Specified in its Charter)

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

**001-39538**  
(Commission  
File Number)

**45-2120079**  
(I.R.S. Employer  
Identification No.)

**203 Redwood Shores Parkway, Suite 620**  
**Redwood City, CA**  
(Address of principal executive offices)

**94065**  
(Zip Code)

**Registrant's telephone number, including area code: (650) 487-2800**

**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, \$0.0001 par value per share	GRAY	The Nasdaq Global 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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 2, 2022, Graybug Vision, Inc. (the “Company”) held its 2022 Annual Meeting of Stockholders and the following proposals were adopted:

1. Election of two Class II directors, Eric Bjerkholt and Frederic Guerard, Pharm.D., each to serve a three-year term, which will expire at the 2025 Annual Meeting of Stockholders or until such time as his successor has been duly elected and qualified:

<u>Nominees</u>	<u>Shares For</u>	<u>Shares Withheld/Abstaining</u>	<u>Broker Non-Votes</u>
Eric Bjerkholt	10,826,803	465,288	5,166,349
Frederic Guerard, Pharm.D.	10,832,610	459,481	5,166,349

2. Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022:

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Withheld/Abstaining</u>	<u>Broker Non-Votes</u>
16,244,194	199,640	14,606	0

3. Approval of the Company’s Amended and Restated 2020 Equity Incentive Plan:

<u>Shares For</u>	<u>Shares Against</u>	<u>Shares Withheld/Abstaining</u>	<u>Broker Non-Votes</u>
10,076,032	1,206,588	9,472	5,166,349

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GRAYBUG VISION, INC.**

Date: June 3, 2022

By: /s/ Robert S. Breuil

**Robert S. Breuil**  
**Chief Financial Officer**