
**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 10, 2025

FIBROGEN, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36740
(Commission File Number)

77-0357827
(IRS Employer
Identification No.)

**350 Bay Street
Suite 100 #6009
San Francisco, California**
(Address of Principal Executive Offices)

94133
(Zip Code)

Registrant's Telephone Number, Including Area Code: 415 978-1200

(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, \$0.01 par value	FGEN	The Nasdaq Global Select 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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

On June 10, 2025, FibroGen, Inc. (“FibroGen” or the “Company”) filed a Certificate of Amendment of the Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware for a 1-for-25 reverse stock split (the “Reverse Stock Split”) of the issued and outstanding shares of the Company's Common Stock (the “Common Stock”). The Certificate of Amendment will take effect, as of 5:00 p.m. Eastern Time on June 16, 2025 (the “Effective Time”).

The board of directors of FibroGen (the “Board”) believes that the Reverse Stock Split is an effective way to increase the minimum bid price of the Company's Common Stock proportionately by reducing the number of outstanding shares of Common Stock and put the Company in a position to regain compliance with the Nasdaq Listing Rule 5450(a)(1) (the “Minimum Bid Price Requirement”), to enable continued listing on the Nasdaq Global Select Market. This was previously reported in the Company’s definitive proxy statement for the Company’s annual meeting of stockholders held on June 4, 2025 (the “2025 Annual Meeting”), as filed with the Securities and Exchange Commission on April 25, 2025 (the “Proxy Statement”). Stockholders approved the Reverse Stock Split at the 2025 Annual Meeting.

In addition to the Proxy Statement, FibroGen disclosed our intention to effect a Reverse Stock Split in FibroGen's Form 8-K filed on March 17, 2025. After receiving notice from Nasdaq on March 12, 2025 that FibroGen did not regain compliance with the Minimum Bid Price Requirement, FibroGen appealed this determination on March 14, 2025, as previously disclosed in the Company's Form 8-K filed on March 17, 2025. On April 11, 2025, the Nasdaq Hearings Panel granted the Company a temporary exception to regain compliance with the Minimum Bid Price Requirement, contingent on obtaining stockholder approval on June 4, 2025, and thereafter effecting a reverse stock split by June 24, 2025.

Upon the Effective Time of the Certificate of Amendment with the Secretary of State of the State of Delaware, each Twenty-Five (25) shares of Common Stock issued immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be reclassified and combined into one (1) share of Common Stock. No fractional shares shall be issued and, in lieu thereof, any holder of less than one (1) share of Common Stock shall be entitled to receive cash for such holder’s fractional share based upon the closing sales price of the Common Stock as reported on The Nasdaq Global Select Market on the date that the Certificate of Amendment becomes effective. The Reverse Stock Split will affect all shares of the Company’s Common Stock outstanding immediately prior to the effective time of the Reverse Stock Split, as well as the number of shares of Common Stock available for issuance under the Company’s equity incentive plans. In addition, the Reverse Stock Split will effect a reduction in the number of shares of common stock issuable upon the exercise of stock options and restricted stock units outstanding immediately prior to the effectiveness of the Reverse Stock Split with a corresponding increase in the exercise price per share applicable to such stock options.

The Company's Common Stock is scheduled to begin trading on a post-Reverse Stock Split basis at the market open on June 17, 2025 under the Company's existing trading symbol “FGEN.” The new CUSIP number for the Common Stock following the Reverse Stock Split is 31572Q881. The par value per share of the common stock will remain unchanged at \$0.01.

The foregoing brief description of the Certificate of Amendment is qualified in its entirety by the full text of the Certificate of Amendment, filed as Exhibit 3.1 hereto and incorporated herein by reference. A copy of the Company's press release announcing the reverse stock split is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment of the Amended and Restated Certificate of Incorporation of FibroGen, Inc.
99.1	Press Release dated June 12, 2025.
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.

FIBROGEN, INC.

Date: June 12, 2025

By: /s/ John Alden
John Alden
General Counsel

Delaware

The First State

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "FIBROGEN, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF JUNE, A.D. 2025, AT 1:58 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SIXTEENTH DAY OF JUNE, A.D. 2025 AT 5 O'CLOCK P.M.



C. P. Sanchez

Charuni Patibanda-Sanchez, Secretary of State

2352944 8100
SR# 20253023286

Authentication: 203916186
Date: 06-11-25

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF AMENDMENT
OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF FIBROGEN, INC.

FIBROGEN, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, hereby certifies that:

FIRST: The name of this corporation is FIBROGEN, INC. (the “*Company*”).

SECOND: The date of filing of the original Certificate of Incorporation of this Company with the Secretary of State of the State of Delaware was September 29, 1993 and the date of filing of the Amended and Restated Certificate of Incorporation of the Company with the Secretary of State of the State of Delaware was November 19, 2014.

THIRD: Paragraph A of ARTICLE IV of the Company’s Amended and Restated Certificate of Incorporation be, and it hereby is, amended and restated to read in its entirety as follows:

“A. The Company is authorized to issue two classes of stock to be designated, respectively, “*Common Stock*” and “*Preferred Stock*.” The total number of shares that the Company is authorized to issue is Three Hundred Fifty Million (350,000,000) shares. Two Hundred-Twenty-Five Million (225,000,000) shares shall be Common Stock, each having a par value of \$0.01 per share. One Hundred Twenty-Five Million (125,000,000) shares shall be Preferred Stock, each having a par value of \$0.01 per share.

Effective upon the effectiveness of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the “*Effective Time*”), each Twenty-Five (25) shares of Common Stock issued immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be reclassified and combined into one (1) share of Common Stock. No fractional shares shall be issued and, in lieu thereof, any holder of less than one (1) share of Common Stock shall, upon surrender after the Effective Time of a certificate, which formerly represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time, be entitled to receive cash for such holder’s fractional share based upon the closing sales price of the Common Stock as reported on The Nasdaq Global Select Market on the date that this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company becomes effective.”

FOURTH: The foregoing amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: This Certificate of Amendment shall be effective at 5:00 p.m. Eastern Time on June 16, 2025.

IN WITNESS WHEREOF, FibroGen, Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 10th day of June, 2025.

FIBROGEN, INC.

By: /s/ Thane Wettig
Thane Wettig
Chief Executive Officer

FibroGen Announces 1-for-25 Reverse Stock Split

SAN FRANCISCO, June 12, 2025 (GLOBE NEWSWIRE) -- FibroGen, Inc. (NASDAQ: FGEN) today announced that it will implement a 1-for-25 reverse stock split of its issued and outstanding common stock ("Reverse Stock Split"), effective at 5:00 p.m. Eastern Time on June 16, 2025. FibroGen's common stock will begin trading on a split-adjusted basis on June 17, 2025, when the markets open, under the Company's existing trading symbol "FGEN," with the new CUSIP number 31572Q881.

The Reverse Stock Split was previously approved by stockholders at the Company's annual meeting of stockholders held on June 4, 2025 ("2025 Annual Meeting"), with the final ratio determined by the Company's Board of Directors. One of the primary goals of the Reverse Stock Split is to increase the per-share market price of FibroGen's common stock to regain compliance with the minimum bid price requirement for continued listing on the Nasdaq Global Select Market (Nasdaq Listing Rule 5450(a)(1)).

At the effective time of the Reverse Stock Split, every 25 shares of the Company's issued and outstanding common stock will automatically be reclassified and combined into one share of the Company's common stock. This will reduce the number of issued and outstanding shares of common stock from approximately 101.1 million shares to approximately 4.0 million shares. Proportionate adjustments will be made to the number of shares available for issuance under the Company's equity incentive plans as well as outstanding equity awards, in accordance with their respective terms and as described in the Company's definitive proxy statement for the 2025 Annual Meeting (the "Proxy Statement"). No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders who would otherwise be entitled to a fractional share will instead receive a cash payment in lieu of such fractional share.

Equiniti Trust Company, LLC is acting as the exchange agent and transfer agent for the Reverse Stock Split. Stockholders holding their shares electronically are not required to take any action to receive post-split shares. Stockholders owning shares through a bank, broker or other nominee will have their positions adjusted to reflect the Reverse Stock Split and will receive payment for any fractional shares in accordance with their respective bank's, broker's, or nominee's particular processes. Additional information about the Reverse Stock Split can be found in the Proxy Statement and on the Company's Investor Relations website at <https://investor.fibrogen.com>.

About FibroGen

FibroGen, Inc. is a biopharmaceutical company focused on development of novel therapies at the frontiers of cancer biology and anemia. Roxadustat (爱瑞卓®, EVRENZO™) is currently approved in China, Europe, Japan, and numerous other countries for the treatment of anemia in chronic kidney disease (CKD) patients on dialysis and not on dialysis. The Company continues to evaluate a development plan for roxadustat in anemia associated with lower-risk myelodysplastic syndrome (LR-MDS) in the U.S. FG-3246 (also known as FOR46), a first-in-class antibody-drug conjugate (ADC) targeting CD46 is in development for the treatment of metastatic castration-resistant prostate cancer. This program also includes the development of FG-3180, an associated CD46-targeted PET biomarker. For more information, please visit www.fibrogen.com.

For Investor Inquiries:

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Senior Vice President and Chief Financial Officer

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