

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): August 22, 2022

**Blue Water Vaccines Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other Jurisdiction of Incorporation)

**001-41294**

(Commission File Number)

**83-2262816**

(IRS Employer Identification No.)

**201 E. Fifth Street, Suite 1900 Cincinnati, Ohio**

(Address of Principal Executive Offices)

**45202**

(Zip Code)

Registrant's telephone number, including area code: **(513) 620-4101**

(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 \$0.00001 per share	BWV	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 August 22, 2022, Blue Water Vaccines Inc. (the “Company”) conducted its 2022 annual meeting of stockholders (the “Annual Meeting”). The number of shares of common stock entitled to vote at the Annual Meeting was 12,229,399 shares outstanding as of the record date (the “Voting Stock”). No other shares of the Company’s capital stock were entitled to vote at the Annual Meeting.

The number of shares of Voting Stock present or represented by valid proxy at the Annual Meeting was approximately 9,245,969 shares. At the Annual Meeting, the Company’s stockholders (a) elected Mr. Michael Venerable and Mr. Simon Tarsh as Class I directors for a three-year term that expires at the 2025 annual meeting of stockholders, (b) approved an amendment to the Company’s 2022 Equity Incentive Plan (the “2022 Plan”) to (i) increase the aggregate number of shares of Common Stock which may be issued under the plan by 1,000,000 shares from 1,600,000 to 2,600,000 shares and (ii) change the maximum number of shares of Common Stock that may be awarded to participants under the 2022 Plan as ISOs from 250,000 to a number that is equal to the number of shares reserved under the 2022 Plan at any time and (c) ratified the appointment of Mayer Hoffman McCann P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The following is a tabulation of the voting on the proposals presented at the Annual Meeting:

**Proposal No. 1 – Election of Directors**

Mr. Michael Venerable and Mr. Simon Tarsh were elected as Class I directors to serve for a three-year term that expires at the 2025 annual meeting of stockholders or until a successor is elected and qualified, or until their successors are elected and qualified. The voting results were as follows:

<b>Nominee</b>	<b>Shares Voted For</b>	<b>Shares Withheld</b>	<b>Broker Non-Vote</b>
Michael Venerable	8,157,529	74,730	1,013,710
Simon Tarsh	8,207,779	24,280	1,013,710

**Proposal No. 2 – Amendment to 2022 Equity Incentive Plan**

The amendment to the 2022 Plan to (i) increase the aggregate number of shares of Common Stock which may be issued under the plan by 1,000,000 shares from 1,600,000 to 2,600,000 shares and (ii) change the maximum number of shares of Common Stock that may be awarded to participants under the 2022 Plan as ISOs from 250,000 to a number that is equal to the number of shares reserved under the 2022 Plan at any time:

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Shares Abstaining</b>	<b>Broker Non-Vote</b>
8,093,993	104,993	33,273	1,013,710

**Proposal No. 3 – Ratification of the appointment of independent registered public accounting firm**

Appointment by the Company’s audit committee of Mayer Hoffman McCann P.C. as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022 was ratified. The voting results were as follows:

<b>Shares Voted For</b>	<b>Shares Voted Against</b>	<b>Shares Abstaining</b>	<b>Broker Non-Vote</b>
9,110,566	85,849	49,554	-

**Item 7.01 Regulation FD Disclosure.**

The Company’s press release dated August 22, 2022 announcing the election of Mr. Tarsh to the Board is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 of this Report is furnished and shall not be treated as filed for purposes of the Securities Exchange Act of 1934, as amended.

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

(d) Exhibits

99.1	<a href="#">Press Release, dated August 22, 2022</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**SIGNATURE**

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.

Date: August 22, 2022

**Blue Water Vaccines Inc.**

By: /s/ Joseph Hernandez  
Joseph Hernandez  
Chief Executive Officer

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# Blue Water Vaccines Announces Appointment of Retired Deloitte Consulting Senior Managing Director Simon Tarsh to Board of Directors

August 22, 2022 at 2:00 PM EDT

CINCINNATI, Aug. 22, 2022 (GLOBE NEWSWIRE) -- Blue Water Vaccines Inc. (“BWV” or “Blue Water Vaccines” or “the Company”), a biopharmaceutical company developing transformational vaccines to address significant global health challenges, today announced the appointment of Simon Tarsh, seasoned financial consultant with experience in the life science industry, to its board of directors at BWV’s annual meeting.

Mr. Tarsh brings over 40 years of experience in the financial industry to the Company, most recently serving global clients as a Senior Managing Director in the Finance and Enterprise Performance Practice at Deloitte Consulting since 2007. He led a growing global practice focused on Operational Transformation, including supporting Carve Out transactions, joint ventures and hybrid structures, both in the US and in international locations, such as India, China, Eastern Europe and Latin America. Throughout his career, he has supported high growth companies with their financial operations as they globalized, advising them on their expansion while balancing growth with appropriate controls.

“We are honored to welcome Mr. Tarsh to the Blue Water Vaccines Board of Directors following his appointment at the BWV annual meeting,” said Joseph Hernandez, Chairman and Chief Executive Officer of Blue Water Vaccines. “His distinguished career in accounting and financial consulting across many sectors, including the life science industry, will be invaluable to our operations as we continue to advance our vaccine pipeline and develop novel vaccine candidates.”

Mr. Tarsh received a Bachelor of Science undergraduate degree in Business and Administration from the University of Salford, Manchester, UK in 1981, and an MBA from City University Business School, London, UK in 1988. He is a Fellow of the Chartered Institute of Management Accountants (1984), which is considered as a CPA equivalent.

## About Blue Water Vaccines

Blue Water Vaccines Inc. is a biopharmaceutical company focused on developing transformational vaccines to address significant health challenges globally. Headquartered in Cincinnati, OH, the company holds the rights to proprietary technology developed at the University of Oxford, Cincinnati Children's Hospital Medical Center, and St. Jude Children's Hospital. The company is developing a universal flu vaccine that will provide protection from all virulent strains in addition to licensing a novel norovirus (NoV) S&P nanoparticle versatile virus-like particle (VLP) vaccine platform from Cincinnati Children’s to develop vaccines for multiple infectious diseases, including norovirus/rotavirus and malaria, among others. Additionally, Blue Water Vaccines is developing a *Streptococcus pneumoniae* (pneumococcus) vaccine candidate, designed to specifically prevent the highly infectious middle ear infections, known as Acute Otitis Media (AOM), in children. For more information, visit [www.bluewatervaccines.com](http://www.bluewatervaccines.com).

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## **Forward-Looking Statements**

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as “anticipate,” “believe,” “forecast,” “estimate,” “expect,” and “intend,” among others. These forward-looking statements are based on BWV’s current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, risks related to the development of BWV’s vaccine candidates; the failure to obtain FDA clearances or approvals and noncompliance with FDA regulations; delays and uncertainties caused by the global COVID-19 pandemic; risks related to the timing and progress of clinical development of our product candidates; our need for additional financing; uncertainties of patent protection and litigation; uncertainties of government or third party payor reimbursement; limited research and development efforts and dependence upon third parties; and substantial competition. As with any vaccine under development, there are significant risks in the development, regulatory approval and commercialization of new products. BWV does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in BWV’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, filed with the Securities and Exchange Commission (the “SEC”) on March 31, 2022, Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, filed with the SEC on August 15, 2022 and periodic reports filed with the SEC on or after the date thereof. All of BWV’s forward-looking statements are expressly qualified by all such risk factors and other cautionary statements. The information set forth herein speaks only as of the date thereof.

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