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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 9, 2020**

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**Avita Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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

**001-39059**  
(Commission  
File Number)

**85-1021707**  
(IRS Employer  
Identification No.)

**28159 Avenue Stanford, Suite 220, Valencia, CA 91355**  
(Address of principal executive offices, including Zip Code)

**661.367.9170**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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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
<b>Common Stock, par value \$0.0001 per share</b>	<b>RCEL</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934. 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.

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#### Item 5.07. Submission of Matters to a Vote of Security Holders.

On November 9, 2020, AVITA Therapeutics, Inc. (the “Company”) held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”). The total number of shares of common stock eligible to vote as of the record date, September 10, 2020, was 21,551,827 and, pursuant to the Company’s Amended and Restated Bylaws, majority shares were required to be present or represented at the Annual Meeting to constitute a quorum. The total number of shares of common stock present or represented at the Annual Meeting was 12,213,671, and a quorum therefore existed.

At the Annual Meeting:

1. *Election of Directors.* All five directors named in the Company’s Proxy Statement for the Annual Meeting (“Proxy Statement”) were re-elected to serve on the Company’s Board of Directors with the following vote:

<u>Name</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Non-Votes</u>
Louis Panaccio ( <i>Chair</i> )	8,454,939	691,576	3,067,156
Michael Perry ( <i>Director and CEO</i> )	8,057,811	1,066,472	3,089,388
Professor Suzanne Crowe ( <i>Director</i> )	8,140,881	981,886	3,090,904
Louis Drapeau ( <i>Director</i> )	8,113,245	1,011,038	3,089,388
Jeremy Curnock Cook ( <i>Director</i> )	8,158,543	965,187	3,089,941

2. *Appointment of Independent Auditors.* The appointment of Grant Thornton LLP as the Company’s independent public accountants for the fiscal year ending June 30, 2021 was ratified by a vote of (i) 11,377,348 in favor, (ii) 605,154 against, and (iii) 223,665 abstaining.
3. *2020 Omnibus Incentive Plan.* Stockholders approved: (a) the adoption of the Company’s 2020 Omnibus Incentive Plan (the “Plan”), the terms of which are summarized in the Proxy Statement; and (b) for the purposes of Australian Securities Exchange (the “ASX”) Listing Rule 7.2 Exception13(b) and for all other purposes, the issue of equity securities in the Company under and subject to the terms of the Plan for three years commencing on the date that the Plan is approved by the Company’s stockholders. This proposal was approved by a vote of (i) 7,267,180 in favor, (ii) 1,495,921 against, and (iii) 384,290 abstaining.
4. *Maximum Aggregate Annual Cash Pool for Non-Executive Directors.* Stockholders approved the increase in the maximum aggregate annual cash fee pool from which non-executive directors of the Company may be paid for their service as a member of the board of directors of the company from A\$450,000 per annum to US\$600,000 per annum, by a vote of (i) 6,642,165 in favor, (ii) 2,130,840 against, and (iii) 374,224 abstaining.
5. *Issue of Securities to Mr. Louis Panaccio.* Stockholders approved the issue of shares of common stock or CHES Depository Interests in the Company to Mr. Louis Panaccio (or his nominee) up to a value of US\$8,333 in each fiscal year during the three year period from the date of the Annual Meeting under the Plan, in lieu of the equivalent amount of directors fees otherwise payable to him by the Company, on the terms and conditions as set out in the Proxy Statement, by a vote of (i) 7,812,194 in favor, (ii) 946,460 against, and (iii) 388,575 abstaining.
6. *Issue of Securities to Professor Suzanne Crowe.* Stockholders approved the issue of shares of common stock or CHES Depository Interests in the Company to Professor Suzanne Crowe (or her nominee) up to a value of US\$8,333 in each fiscal year during the three year period from the date of the Annual Meeting under the Plan, in lieu of the equivalent amount of directors fees otherwise payable to her by the Company, on the terms and conditions as set out in the Proxy Statement, by a vote of (i) 7,885,577 in favor, (ii) 870,563 against, and (iii) 391,089 abstaining.
7. *Issue of Securities to Mr. Louis Drapeau.* Stockholders approved the issue of shares of common stock or CHES Depository Interests in the Company to Mr. Louis Drapeau (or his nominee) up to a value of US\$8,333 in each fiscal year during the three year period from the date of the Annual Meeting under the Plan, in lieu of the equivalent amount of directors fees otherwise payable to him by the Company, on the terms and conditions as set out in the Proxy Statement, by a vote of (i) 7,874,138 in favor, (ii) 878,478 against, and (iii) 394,613 abstaining.
8. *Issue of Securities to Mr. Jeremy Curnock Cook.* Stockholders approved the issue of shares of common stock or CHES Depository Interests in the Company to Mr. Jeremy Curnock Cook (or his nominee)

up to a value of US\$8,333 in each fiscal year during the three year period from the date of the Annual Meeting under the Plan, in lieu of the equivalent amount of directors fees otherwise payable to him by the Company, on the terms and conditions as set out in the Proxy Statement, by a vote of (i) 7,868,343 in favor, (ii) 882,367 against, and (iii) 396,519 abstaining.

9. *Advisory Vote to Approve the Compensation of Named Executive Officers.* Stockholders voted in favor of the non-binding advisory vote to approve the compensation of the Company's named executive officers, by a vote of (i) 4,619,013 in favor, (ii) 4,289,735 against, and (iii) 238,481 abstaining.
10. *Advisory Vote to Approve the Frequency of Future Advisory Votes.* In relation to the non-binding advisory vote to approve the frequency of future advisory votes to approve executive compensation, stockholders voted in favor of future advisory votes being held every one year, by a vote of (i) 7,783,828 in favor, and (ii) 290,424 abstaining, and (iii) 3,059,652 non-votes.

On November 10, 2020, the Company issued a press release announcing the voting results with respect to each of the proposals presented to stockholders at the Annual Meeting. A copy of the Company's press release is included as Exhibit 99.1.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	<a href="#"><u>Press Release of AVITA Therapeutics, Inc. dated November 10, 2020 ("AVITA Therapeutics, Inc.: Results of 2020 Annual Meeting of Shareholders")</u></a> .

**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: November 10, 2020

**AVITA THERAPEUTICS, INC.**

By: /s/ Donna Shiroma

Name: Donna Shiroma

Title: General Counsel



## AVITA Therapeutics, Inc.: Results of 2020 Annual Meeting of Shareholders

November 10, 2020

VALENCIA, Calif. and MELBOURNE, Australia, Nov. 10, 2020 (GLOBE NEWSWIRE) — AVITA Therapeutics, Inc. (NASDAQ: RCEL, ASX: AVH) (**Company**), a regenerative medicine company that is developing and commercializing a technology platform that enables point-of-care autologous skin restoration for multiple unmet needs, is pleased to announce the results of its 2020 Annual Meeting of Shareholders that was held virtually today, being Monday, November 9, 2020 (Valencia, California) / Tuesday, November 10, 2020 (Melbourne, Australia).

**Election of Directors:** All five directors named in the Company's proxy statement were re-elected to serve on the Company's Board of Directors: Louis Panaccio, Chair; Dr. Michael Perry, Executive Director and CEO; Professor Suzanne Crowe, Director; Louis Drapeau, Director; and Jeremy Curnock Cook, Director.

**Appointment of Independent Auditors:** Shareholders approved the ratification of Grant Thornton LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2021, as described in the proxy statement.

**2020 Omnibus Incentive Plan:** Shareholders approved (a) the adoption of the Company's 2020 Omnibus Incentive Plan (the **Plan**), the terms of which are summarized in the proxy statement; and (b) for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, the issue of equity securities in the Company under and subject to the terms of the Plan for three years commencing on the date of approval of the Plan by the Company's shareholders.

**Maximum Aggregate Annual Cash Pool for Non-Executive Directors:** Shareholders approved the increase in the maximum aggregate annual cash fee pool from which non-executive directors of the Company may be paid for their service as a member of the board of directors of the Company from A\$450,000 per annum to US\$600,000 per annum.

**Issue of Securities to Mr. Louis Panaccio:** Shareholders approved the issue of shares of common stock or CHES Depositary Interests in the Company to Mr. Louis Panaccio (or his nominee) up to a value of US\$8,333 in each fiscal year during the three year period from the date of the Annual Meeting of Shareholders under the Plan, in lieu of the equivalent amount of directors fees otherwise payable to him by the Company, on the terms and conditions as set out in the proxy statement.

**Issue of Securities to Professor Suzanne Crowe:** Shareholders approved the issue of shares of common stock or CHES Depositary Interests in the Company to Professor Suzanne Crowe (or her nominee) up to a value of US\$8,333 in each fiscal year during the three year period from the date of the Annual Meeting of Shareholders under Plan, in lieu of the equivalent amount of directors fees otherwise payable to her by the Company, on the terms and conditions as set out in the proxy statement.

**Issue of Securities to Mr. Louis Drapeau:** Shareholders approved the issue of shares of common stock or CHES Depositary Interests in the Company to Mr. Louis Drapeau (or his nominee) up to a value of US\$8,333 in each fiscal year during the three year period from the date of the Annual Meeting of Shareholders under the Plan, in lieu of the equivalent amount of directors fees otherwise payable to him by the Company, on the terms and conditions as set out in the proxy statement.

**Issue of Securities to Mr. Jeremy Curnock Cook:** Shareholders approved the issue of shares of common stock or CHES Depositary Interests in the Company to Mr. Jeremy Curnock Cook (or his nominee) up to a value of US\$8,333 in each fiscal year during the three year period from the date of the Annual Meeting of Shareholders under the Plan, in lieu of the equivalent amount of directors fees otherwise payable to him by the Company, on the terms and conditions as set out in the proxy statement.

**Advisory Vote to Approve Compensation of Named Executive Officers:** Shareholders voted in favour of the non-binding advisory vote to approve the compensation of the Company's named executive officers.

**Advisory Vote to Approve the Frequency of Future Advisory Votes:** In relation to the non-binding advisory vote to approve the frequency of future advisory votes to approve executive compensation, shareholders voted in favour of future advisory votes being held every one year.

Dr. Michael Perry, Chief Executive Officer, commented, "We are pleased the shareholders of AVITA Therapeutics, Inc. have shown their confidence with the Board of Directors by electing them to serve for another year. The executive team and employees of the Company will continue to execute on our strategies of enrolling subjects in our clinical trials, exploring indications in other adjacencies, and ramping our revenues for the use of RECELL® in burns."

The final votes have been reported in a Form 8-K that was filed with the Securities and Exchange Commission earlier today. The filing can be found on the Company's website at <https://ir.avitamedical.com/financials/sec-filings>.

The voting results of the Annual Meeting of Shareholders for the purposes of ASX Listing Rule 3.13.2 are attached to this announcement.

Authorized for release by the Chief Executive Officer of AVITA Therapeutics, Inc.

### ABOUT AVITA THERAPEUTICS, INC.

AVITA Therapeutics is a regenerative medicine company with a technology platform positioned to address unmet medical needs in burns, chronic wounds, and aesthetics indications. AVITA Therapeutics' patented and proprietary collection and application technology provides innovative treatment solutions derived from the regenerative properties of a patient's own skin. The medical devices work by preparing a RES® REGENERATIVE

EPIDERMAL SUSPENSION, an autologous suspension comprised of the patient's skin cells necessary to regenerate natural healthy epidermis. This autologous suspension is then sprayed onto the areas of the patient requiring treatment.

AVITA Therapeutics' first U.S. product, the RECELL® System, was approved by the U.S. Food and Drug Administration (FDA) in September 2018. The RECELL System is indicated for use in the treatment of acute thermal burns in patients 18 years and older. The RECELL System is used to prepare Spray-On Skin™ Cells using a small amount of a patient's own skin, providing a new way to treat severe burns, while significantly reducing the amount of donor skin required. The RECELL System is designed to be used at the point of care alone or in combination with autografts depending on the depth of the burn injury. Compelling data from randomized, controlled clinical trials conducted at major U.S. burn centers and real-world use in more than 8,000 patients globally, reinforce that the RECELL System is a significant advancement over the current standard of care for burn patients and offers benefits in clinical outcomes and cost savings. Healthcare professionals should read the INSTRUCTIONS FOR USE - RECELL® Autologous Cell Harvesting Device (<https://recellsystem.com/>) for a full description of indications for use and important safety information including contraindications, warnings and precautions.

In international markets, our products are marketed under the RECELL System brand to promote skin healing in a wide range of applications including burns, chronic wounds and aesthetics. The RECELL System is TGA-registered in Australia and received CE-mark approval in Europe.

To learn more, visit [www.avitamedical.com](http://www.avitamedical.com).

## CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

*This announcement includes forward-looking statements. These forward-looking statements generally can be identified by the use of words such as "anticipate," "expect," "intend," "could," "may," "will," "believe," "estimate," "look forward," "forecast," "goal," "target," "project," "continue," "outlook," "guidance," "future," other words of similar meaning and the use of future dates. Forward-looking statements in this announcement include, but are not limited to, statements concerning, among other things, our ongoing clinical trials and product development activities, regulatory approval of our products, the potential for future growth in our business, and our ability to achieve our key strategic, operational and financial goal. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Each forward-looking statement contained in this announcement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such statement. Applicable risks and uncertainties include, among others, the timing of regulatory approvals of our products; physician acceptance, endorsement, and use of our products; failure to achieve the anticipated benefits from approval of our products; the effect of regulatory actions; product liability claims; risks associated with international operations and expansion; and other business effects, including the effects of industry, economic or political conditions outside of the company's control. Investors should not place considerable reliance on the forward-looking statements contained in this announcement. Investors are encouraged to read our publicly available filings for a discussion of these and other risks and uncertainties. The forward-looking statements in this announcement speak only as of the date of this announcement, and we undertake no obligation to update or revise any of these statements.*

## FOR FURTHER INFORMATION:

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## AVITA Therapeutics, Inc.

### Annual Meeting of Shareholders

November 9, 2020 (Pacific Time) / November 10, 2020 (Australian Eastern Daylight Time)

### Voting Results

The following information is provided for the purposes of ASX Listing Rule 3.13.2.

Resolution details	Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll			Resolution result Carried / not carried
	For	Against	Proxy's discretion	Abstain	For	Against	Abstain*	
Resolution 1: Election of Directors to serve a one-year term	8,454,939	691,576	0	0	8,454,939	691,576	0	Carried
Lou Panaccio, Chairman of the Board of Directors	92.44%	7.56%	0%		92.44%	7.56%		

Resolution 1: Election of Directors to serve a one-year term	8,057,811	1,066,472	0	0	8,057,811	1,066,472	0	Carried
Dr. Michael Perry, Director and Chief Executive Officer	88.31%	11.69%	0%		88.31%	11.69%		
Resolution 1: Election of Directors to serve a one-year term	8,158,543	965,187	0	0	8,158,543	965,187	0	Carried
Jeremy Curnock Cook, Director	89.42%	10.58%	0%		89.42%	10.58%		
Resolution 1: Election of Directors to serve a one-year term	8,113,245	1,011,038	0	0	8,113,245	1,011,038	0	Carried
Louis Drapeau, Director	88.92%	11.08%	0%		88.92%	11.08%		
Resolution 1: Election of Directors to serve a one-year term	8,140,881	981,886	0	0	8,140,881	981,886	0	Carried
Professor Suzanne Crowe, Director	89.24%	10.76%	0%		89.24%	10.76%		
Resolution 2: To ratify the appointment of Grant Thornton LLP as the Company's independent public accountants for the fiscal year ending June 30, 2021.	11,377,348	605,154	0	233,655	11,377,348	605,154	233,655	Carried
	93.21%	4.96%	0%		93.21%	4.96%		
Resolution 3: To approve (a) the adoption of the Company's 2020 Omnibus Incentive Plan; and (b) for the purposes of ASX Listing Rule 7.2 Exception 13(b) and for all other purposes, the issue of equity securities in the Company under and subject to the terms of the 2020 Omnibus Incentive Plan for three years commencing on the date that it is approved by the Company's stockholders.	7,267,180	1,495,921	0	384,290	7,267,180	1,495,921	384,290	Carried
	79.45%	16.35%	0%		79.45%	16.35%		
Resolution 4: To approve for the purposes of ASX Listing Rule 10.17 and for all other purposes that the maximum aggregate annual cash fee pool from which non-executive directors of the Company may be paid for serving on the board be increased from A\$450,000 to US\$600,000 per annum.	6,642,165	2,130,840	0	374,224	6,642,165	2,130,840	374,224	Carried
	72.62%	23.29%	0%		72.62%	23.29%		
Resolution 5: To approve, subject to Resolution 3 passing, the issue of shares of common stock or CDIs to Mr Louis Panaccio (or his nominee) over the next three years up to a value of US\$8,333 in each fiscal year under the Company's 2020 Omnibus Incentive Plan, pursuant to and for the purposes of ASX Listing Rule 10.14.	7,812,194	946,460	0	388,575	7,812,194	946,460	388,575	Carried
	85.40%	10.35%	0%		85.40%	10.35%		
Resolution 6: To approve, subject to Resolution 3 passing, the issue of shares of common stock or CDIs to Prof Suzanne Crowe (or her nominee) over the next three years up to a value of US\$8,333 in each fiscal year under the Company's 2020 Omnibus Incentive Plan, pursuant to and for the purposes of ASX Listing Rule 10.14.	7,885,577	870,563	0	391,089	7,885,577	870,563	391,089	Carried
	86.20%	9.52%	0%		86.20%	9.52%		



<b>Resolution 7:</b> To approve, subject to Resolution 3 passing, the issue of shares of common stock or CDIs to Mr Louis Drapeau (or his nominee) over the next three years up to a value of US\$8,333 in each fiscal year under the Company's 2020 Omnibus Incentive Plan, pursuant to and for the purposes of ASX Listing Rule 10.14	7,874,138	878,478	0	394,613	7,874,138	878,478	394,613	Carried
	86.09%	9.60%	0%		86.09%	9.60%		

<b>Resolution 8:</b> To approve, subject to Resolution 3 passing, the issue of shares of common stock or CDIs to Mr Jeremy Curnock Cook (or his nominee) over the next three years up to a value of US\$8,333 in each fiscal year under the Company's 2020 Omnibus Incentive Plan, pursuant to and for the purposes of ASX Listing Rule 10.14.	7,868,343	882,367	0	396,519	7,868,343	882,367	396,519	Carried
	86.02%	9.65%	0%		86.02%	9.65%		

<b>Resolution 9:</b> Advisory vote to approve the compensation of the Company's named executive officers.	4,619,013	4,289,735	0	238,481	4,619,013	4,289,735	238,481	Carried
	50.49%	46.90%	0%		50.49%	46.90%		

<b>Resolution details</b>	<b>Instructions given to validly appointed proxies (as at proxy close)</b>					<b>Number of votes cast on the poll</b>				<b>Resolution result</b>
	<b>One year</b>	<b>Two years</b>	<b>Three years</b>	<b>Proxy's discretion</b>	<b>Abstain</b>	<b>One year</b>	<b>Two years</b>	<b>Three years</b>	<b>Abstain*</b>	<b>Result</b>
<b>Resolution 10:</b> Advisory vote to approve the frequency of future advisory votes to approve executive compensation (every one, two or three years).	7,783,828	298,482	781,285	0	290,424	7,783,828	298,482	781,285	290,424	One Year
	85.04%	3.26%	8.53%	0%		85.04%	3.26%	8.53%		

\* Votes relating to a person who abstained on Resolution 1, 4, 5, 6, 7, 8 or 10 (as applicable) were not counted in determining whether or not the required majority of votes were cast for or against that Resolution. Votes relating to a person who abstained on Resolution 2, 3 or 9 (as applicable) were counted as votes "AGAINST" that Resolution in determining whether or not the required majority of votes were cast for or against that Resolution.