

**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 5, 2024

AEROVATE THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40544
(Commission
File Number)

83-1377888
(I.R.S. Employer
Identification No.)

Aerovate Therapeutics, Inc.
930 Winter Street, Suite M-500, Waltham, Massachusetts 02451
(Address of principal executive offices, including zip code)

(617) 443-2400
(Registrant's telephone number, including area code)

N/A
(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	Trade Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	AVTE	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.

Aerovate Therapeutics, Inc. (the "Company") held its 2024 Annual Meeting of Stockholders (the "Annual Meeting") on June 5, 2024. As of April 12, 2024, the record date for the Annual Meeting, there were 28,737,381 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting. The Company's stockholders voted on the following matters, which are described in detail in the Company's Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on April 26, 2024: (i) to elect each of David Grayzel, M.D. and Maha Katabi, Ph.D. as a Class III member of the board of directors, to serve until the Company's 2027 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified ("Proposal 1"), and (ii) to ratify the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 ("Proposal 2").

Proposal 1 - Election of Class III Director Nominees

The Company's stockholders approved the Class III director nominees recommended for election in Proposal 1 at the Annual Meeting. The results of Proposal 1 were as follows:

<u>Class II Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David Grayzel, M.D.	24,399,034	1,489,651	2,185,964
Maha Katabi, Ph.D.	25,853,289	37,357	2,184,003

Proposal 2 - Ratification of Appointment of the Company's Independent Registered Public Accounting Firm

The Company's stockholders ratified the selection of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024. The results of Proposal 2 were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
28,074,033	511	105

No other matters were submitted to or voted on by the Company's stockholders at the Annual Meeting.

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.

Aerovate Therapeutics, Inc.

Date: June 7, 2024

By: /s/ George A. Eldridge
George A. Eldridge
Chief Executive Officer
