provided pursuant to Section 13(a) of the Exchange Act. ☐

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

Emerging growth company ☐

Exchange Act of 1934 (§240.12b-2 of this chapter).

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

Common stock, $0.01 par value per share

SMMT

The Nasdaq Stock Market LLC

Title of Each Class

Trading Symbol(s)

Name of Each Exchange on Which Registered

Securities registered pursuant to Section 12(b) of the Act:

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

below):

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 (see General Instruction A.2.

(Former Name or Former Address, If Changed Since Last Report)

Not applicable

Registrant’s Telephone Number, Including Area Code: 617-514-7149

(Address of Principal Executive Offices)

(Zip Code)

2882 Sand Hill Road, Suite 106, Menlo Park, CA

94025

of Incorporation)

File Number)

Identification No.)

(State or Other Jurisdiction

(Commission

(IRS Employer

Delaware

001-36866

37-1979717

(Exact Name of Registrant as Specified in Its Charter)

Summit Therapeutics Inc.

Date of Report (Date of Earliest Event Reported): July 27, 2022

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

CURRENT REPORT

FORM 8-K

Washington, D.C. 20549

SECURITIES AND EXCHANGE COMMISSION

UNITED STATES

104

Cover Page Interactive Data File (embedded within the Inline XBRL document)

3.1

Amendment to Restated Certificate of Incorporation of Summit Therapeutics Inc., dated July 27, 2022

Exhibit Number

Description

(d) Exhibits

Item 9.01

Financial Statements and Exhibits.

“Amendment”) to increase the number of authorized shares of common stock by 100,000,000 (from 250,000,000 to 350,000,000). The form of the Amendment is attached hereto as Exhibit 3.1.

In connection with the Special Meeting, the results of which are discussed in Section 5.07 above, the Company filed an Amendment to its Restated Certificate of Incorporation (the

Item 8.01

Other Events.

Amendment to Summit Therapeutics Inc. 2020 Stock Incentive Plan

77,967,560

6,453,957

5,650

—

Proposal 2

For

Against

Abstain

Broker

Amendment to Restated Certificate of Incorporation

84,235,421

184,078

7,668

—

Proposal 1

For

Against

Abstain

Broker

recommendation of the Company’s Board of Directors. Set forth below is the number of votes cast for, against or withheld as to each such matter:

Each of the matters submitted to a vote of the Company’s stockholders at the Special Meeting was approved by the requisite vote of the Company’s stockholders in accordance with the

the Company’s common stock issuable under the Plan by 8,000,000 shares.

common stock by 100,000,000 (from 250,000,000 to 350,000,000); and (ii) an amendment to the Summit Therapeutics Inc. 2020 Stock Incentive Plan (the “Plan”) to increase the number of shares of

Company’s stockholders at the Special Meeting: (i) an amendment to the Company’s Restated Certificate of Incorporation, dated September 18, 2020, to increase the number of authorized shares of

On July 27, 2022, Summit Therapeutics Inc. (the “Company”) held a Special Meeting of Stockholders (the “Special Meeting”). The following matters were submitted to a vote of the

Item 5.07

Submission of Matters to a Vote of Security

Holders.

Chief Financial Officer

Date: July 29, 2022

By:

/s/ Ankur Dhingra

SUMMIT THERAPEUTICS INC.

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.

SIGNATURE

Delaware - The First State I, JEFFREY W. BULLOCK, 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 “SUMMIT THERAPEUTICS INC.”, FILED IN THIS OFFICE ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2022, AT 1:54 O CLOCK P.M. Jeffrey W. Bullock, Secretary of State 3262870 8100 SR# 20223102451 You may verify this certificate online at corp.delaware.gov/authver.shtml Authentication: 204027494 Date: 07-28-22 ela are he irst t te Page 1 2870 00 thentication: 27494 # 102451 ate: - 8-22 u ay rify is rtifi te li e t . l are. ov/authver.shtml REY . LOCK, TARY TE E TE WARE, BY IFY E CHED E D ECT Y E ICATE DMENT “ IT UTICS .”, ED S CE E EVENTH Y LY, D. 22, 4 `CLOCK M.

State of Delaware Secretary of State Division of Corporations Delivered 01:54 PM 07/27/2022 AMENDMENT FILED 01:54 PM 07/27/2022 TO - File Number 3262870 RESTATED CERTIFICATE OF INCORPORATION OF SUMMIT THERAPEUTICS INC. Pursuant to Section 242 of the General Corporation Law of the State of Delaware Summit Therapeutics Inc. (the “Company™), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows: A resolution was duly adopted by the Board of Directors (the “Board”) of the Company pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth an amendment to the Restated Certificate of Incorporation of the Company (the “Charter Amendment”) and declaring said amendment to be advisable. The stockholders of the Company duly approved said proposed amendment at a special meeting of the stockholders called and held on July 27, 2022, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, by voting the necessary number of 2 required by statute in favor of the Charter Amendment. The resolution setting forth the amendment is as follows: RESOLVED, that the Board hereby approves and recommends that the Company’s stockholders approve that the first paragraph of the FOURTH Article of the Restated Certificate of Incorporation, dated September 18, 2020, be deleted in its entirety and replaced with the following language: “The total number of shares of all classes of capital stock that the Corporation shall have authority to issue is 370,000,000 shares, consisting of (i) 350,000,000 shares of Common stock, $0.01 par value per share (the “Common Stock”), and (ii) 20,000,000 shares of Preferred stock, $0.01 par value per share (the “Preferred Stock” i er WITNESS WHEREOF, the Company has caused its corporate seal to be affixedh

ereto and this Charter Amendment to be signed by its Chief Financial Officer this 27" day of July, 2022. SUMMIT THERAPEUTICS INC. By: ; 03-23. 20 Name: Ankur Dhingra Title: Chief Financial Officer