
**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): **December 4, 2020**

Mustang Bio, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38191
(Commission File Number)

47-3828760
(IRS Employer
Identification No.)

**377 Plantation Street
Worcester, Massachusetts 01605**
(Address of Principal Executive Offices)

(781) 652-4500
(Registrant's telephone number, including area code)

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, par value \$0.0001 per share	MBIO	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).

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

On November 11, 2020, the Board of Directors (the "Board") of Mustang Bio, Inc. ("Mustang") adopted resolutions of the Board to ratify, approve and recommend stockholder approval of an amendment to Mustang's Amended and Restated Certificate of Incorporation, as amended, to revise Article IV, Section A thereof in order to effect an increase in the authorized number of shares of Mustang's common stock, par value \$0.0001, from 85,000,000 to 125,000,000 (the "Amendment"). On November 11, 2020, Mustang received approval of the Amendment by written consent in lieu of a meeting from the holders of a majority of issued and outstanding shares of Mustang's common and preferred stock.

The Amendment is described in Mustang's Information Statement filed with the Securities and Exchange Commission on November 13, 2020 (the "Information Statement"). This description of the Amendment is qualified in its entirety by reference to the text of the Certificate of Amendment of the Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Amendment"), which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference. The Amendment became effective upon filing the Certificate of Amendment with the Secretary of State of the State of Delaware on December 4, 2020.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is filed herewith:

Exhibit Number	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Mustang Bio, Inc., dated December 4, 2020.
104	Cover Page Interactive Data File (formatted in Inline XBRL and contained in Exhibit 101)

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: December 4, 2020

Mustang Bio, Inc.
(Registrant)

By: /s/ Manuel Litchman, M.D.
Manuel Litchman, M.D.
President and Chief Executive Officer

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 "MUSTANG BIO, INC.", FILED IN THIS OFFICE ON THE FOURTH DAY OF DECEMBER, A.D. 2020, AT 9:01 O`CLOCK A.M.



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

5709416 8100
SR# 20208557260

Authentication: 204228998
Date: 12-04-20

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

**CERTIFICATE OF AMENDMENT OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
MUSTANG BIO, INC.**

Mustang Bio, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the Delaware General Corporation Law (the "DGCL"), does hereby certify:

1. The Amended and Restated Certificate of Incorporation of the Corporation, as amended, is hereby amended by deleting the first sentence of Article IV, Section A thereof in its entirety and inserting the following in lieu thereof:

"The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is (i) one hundred twenty-five million (125,000,000) shares of Common Stock, with \$0.0001 par value, of which one million (1,000,000) shares are designated as "Class A Common Stock" (the "Class A Common Stock") and the remainder are undesignated Common Stock, and (ii) two million (2,000,000) shares of Preferred Stock (the "Preferred Stock"), 250,000 of which are designated as Class A Preferred Stock (the "Class A Preferred Stock") and the remainder are undesignated Preferred Stock."

2. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation, as amended, to be executed and acknowledged by its duly appointed officer as of this 4th day of December, 2020.

MUSTANG BIO, INC.

By: /s/ Manuel Litchman, M.D.

Name: Manuel Litchman, M.D.

Title: President and Chief Executive Officer

State of Delaware

Secretary of State

Division of Corporations

Delivered 09:01 AM 12/04/2020

FILED 09:01 AM 12/04/2020

SR 20208557260 – File Number 5709416
