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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): **January 10, 2025**

**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
<b>Common Stock, par value \$0.0001 per share</b>	<b>MBIO</b>	<b>Nasdaq Capital Market</b>

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.

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

Effective January 10, 2025, the holders of a majority of the voting power of the capital stock of Mustang Bio, Inc. (the “Company”) executed a written consent authorizing, for purposes of complying with Nasdaq Listing Rule 5635(d), the issuance of up to an aggregate of 34,767,934 shares of the Company’s common stock underlining certain outstanding warrants issued by the Company pursuant to (A) that certain previously disclosed Investor Inducement Letter Agreement, dated as of October 24, 2024 (the “Inducement Letter”), with a certain institutional investor (the “Investor”), and (B) that certain previously disclosed engagement letter, dated as of October 23, 2024 (the “Engagement Letter”), with H.C. Wainwright & Co., LLC (the “Placement Agent”), in an amount equal to or in excess of 20% of the number of shares of common stock outstanding immediately prior to the issuance of such warrants (collectively, the “Warrant Share Issuance”).

The written consent was signed by the holders of 6,552,781 shares of the Company’s issued and outstanding common stock and 250,000 shares of the Company’s issued and outstanding Class A Preferred Stock. Each share of common stock and Class A Common Stock entitles the holder thereof to one vote on all matters submitted to stockholders and each share of Class A Preferred Stock has the voting power of 1.1 times (A) the number of outstanding shares of common stock plus (B) the whole shares of common stock into which the outstanding shares of Class A Common Stock and Class A Preferred Stock are convertible, divided by the number of outstanding shares of Class A Preferred Stock, or 285 votes per share as of January 10, 2025. Accordingly, the holders of approximately 57% of the voting power of the Company’s capital stock as of January 10, 2025 signed the written consent approving the Warrant Share Issuance.

Pursuant to rules adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended, a definitive information statement on Schedule 14C will be filed with the Securities and Exchange Commission and sent or provided to the stockholders of the Company.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Mustang Bio, Inc.**  
(Registrant)

Date: January 10, 2025

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

Name: Manuel Litchman, M.D.

Title: President, Chief Executive Officer and Interim Chief Financial Officer

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