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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): **September 30, 2019**

**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.)

**2 Gansevoort Street, 9<sup>th</sup> Floor**  
**New York, NY 10014**  
(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.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

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.

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

On August 16, 2019, 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, Authorized Stock thereof in order to effect an increase in the authorized number of shares of Mustang’s common stock, par value \$0.0001, from 50,000,000 to 85,000,000 (the “Amendment”). On August 16, 2019, 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 September 10, 2019 (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 September 30, 2019.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

The following exhibit is filed herewith:

<b>Exhibit Number</b>	<b>Description</b>
<u>3.1</u>	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Mustang Bio, Inc., dated September 30, 2019.</u>

**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: September 30, 2019

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

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

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# Delaware

Page 1

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 THIRTIETH DAY OF SEPTEMBER, A.D. 2019, AT 8:22 O`CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

5709416 8100  
SR# 20197281601

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 203690916  
Date: 09-30-19

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:22 AM 09/30/2019  
FILED 08:22 AM 09/30/2019  
SR 20197281601 - File Number 5709416

**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, Authorized Stock 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) eighty-five million (85,000,000) 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) 2,000,000 shares of Preferred Stock (the "Preferred Stock"), with \$0.0001 par value, 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 30<sup>th</sup> day of September, 2019.

**MUSTANG BIO, INC.**

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

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