
**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): **March 3, 2023**

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 Capital 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 5.07. Submission of Matters to a Vote of Security Holders.

Effective March 3, 2023, the holders of a majority of the voting power of the capital stock of Mustang Bio, Inc. (the **Company**) executed a written consent approving a grant of discretionary authority to the board of directors of the Company (the **Board**) to, without further stockholder approval, effect a reverse stock split of the Company's issued and outstanding common stock within a range of between 5-for-1 and 20-for-1 (with the Board being authorized to determinate the exact ratio), with such reverse stock split to be effected at such time and date before January 31, 2024, if at all, as determined by the Board in its sole discretion (the **Reverse Stock Split**) by filing an amendment (the **Amendment**) to the Company's Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware. The written consent was signed by the holders of 22,630,620 shares of the Company's common stock and 250,000 shares of the Company's Class A Preferred Stock. Each share of 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 (1) (A) the number of outstanding shares of common stock plus (B) the whole shares of Company common stock into which the outstanding shares of Class A Common Stock and Class A Preferred Stock are convertible, divided (2) by the number of outstanding shares of Class A Preferred Stock, or 486.07 votes per share as of March 3, 2023. Accordingly, the holders of approximately 62.2% of the voting power of the Company's capital stock as of March 3, 2023 signed the written consent approving the Reverse Stock Split and the Amendment. The Board also approved the Reverse Stock Split and the Amendment.

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

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.

Date: March 3, 2023

Mustang Bio, Inc.
(Registrant)

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