

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): May 4, 2020

BiomX Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction
of incorporation)

0001-38762

(Commission File Number)

82-3364020

(I.R.S. Employer
Identification No.)

7 Pinhas Sapir St., Floor 2
Ness Ziona, Israel

(Address of Principal Executive Offices)

7414002

(Zip Code)

Registrant's telephone number, including area code: (972) 72-394-2377

n/a

(Former name or former address, if changed since last report)

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
Units, each consisting of one share of Common Stock, \$0.0001 par value, and one Warrant entitling the holder to receive one half share of Common Stock	PHGE.U	NYSE American
Shares of Common Stock, \$0.0001 par value, included as part of the Units	PHGE	NYSE American
Warrants included as part of the Units	PHGE.WS	NYSE American

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).

Emerging growth company

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensation Arrangements of Certain Officers.

BiomX Inc. (the “Company”) is a party to that certain Voting Agreement, dated October 28, 2019, with certain founders of the Company and security holders of BiomX Ltd. (the “Voting Agreement”) pursuant to which, among other things, the size of the Company’s Board of Directors (the “Board”) is to be maintained at seven members until October 28, 2021. On November 4, 2019, pursuant to Section 10 of the Voting Agreement, the parties agreed to waive the requirement to maintain the size of the Board at seven members through May 4, 2020.

On May 4, 2020, to maintain the Company’s compliance with the Voting Agreement, Dr. Robbie Woodman resigned from the Board, effective as of May 5, 2020. Dr. Woodman’s resignation does not involve any disagreement on any matter relating to the Company, its management, the Board or any committee thereof.

Effective May 5, 2020, the Board has appointed Dr. Woodman to serve as a non-voting observer of the Board. The Company will reimburse Dr. Woodman for all reasonable out-of-pocket expenses in accordance with the Company’s reimbursement policy.

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.

May 5, 2020

BIOMX INC.

By: /s/ Jonathan Solomon
Name: Jonathan Solomon
Title: Chief Executive Officer