

**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): June 9, 2026

TELA Bio, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-39130
(Commission
File Number)

45-5320061
(I.R.S. Employer
Identification No.)

**1 Great Valley Parkway, Suite 24
Malvern, Pennsylvania**
(Address of principal executive offices)

19355
(Zip Code)

Registrant's telephone number, including area code: (484) 320-2930

Not Applicable
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	TELA	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).

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; Compensatory Arrangements of Certain Officers.

On June 9, 2026, at the 2026 Annual Meeting of Stockholders (the “*Annual Meeting*”) of TELA Bio, Inc. (the “*Company*”), the Company’s stockholders approved the amendment (the “*Plan Amendment*”) to the Company’s Amended and Restated 2019 Equity Incentive Plan, as amended (the “*A&R 2019 Plan*”), to, among other things, increase the authorized shares issuable under the A&R 2019 Plan by 3,500,000 shares. The Plan Amendment previously had been approved, subject to stockholder approval, by the Board of Directors of the Company (the “*Board*”). The Plan Amendment became effective immediately upon stockholder approval at the Annual Meeting.

A description of the material terms of the Plan Amendment is contained in the Company’s Definitive Proxy Statement for the Annual Meeting filed with the Securities and Exchange Commission on April 30, 2026 (the “*Proxy Statement*”). The foregoing description of the Plan Amendment and the summary contained in the Proxy Statement do not purport to be complete and are qualified in their entirety by reference to the full text of the Plan Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

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

As of April 24, 2026, the record date for the Annual Meeting, there were 44,765,928 outstanding shares of the Company’s common stock, par value \$0.001 per share. The Annual Meeting was conducted virtually, and the following is a brief description of the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting, which are described in detail in the Company’s Proxy Statement.

(a) *Proposal 1 - Election of Class I Directors.* Each of Joseph Capper, Betty Jo Rocchio and William Plovanic were elected to the Board to serve as Class I directors until the 2029 Annual Meeting of Stockholders and until their successors, if any, are elected or appointed, or their earlier death, resignation, retirement, disqualification or removal, as follows:

Name	For	Withheld	Broker Non-Votes
Joseph Capper	27,244,482	567,207	5,650,509
Betty Jo Rocchio	27,595,955	215,734	5,650,509
William Plovanic	27,497,453	314,236	5,650,509

(b) *Proposal 2 - Ratification of Independent Registered Public Accountant.* The appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2026 fiscal year was ratified, as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
33,443,686	17,890	622	-

(c) *Proposal 3 - Approval, on a non-binding advisory basis, of the compensation of the Company’s named executive officers.* The stockholders approved, on a non-binding advisory basis, the compensation of the Company’s named executive officers, as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
20,891,695	6,900,032	19,962	5,650,509

(d) *Proposal 4 - Approval of an amendment to the TELA Bio, Inc. Amended and Restated 2019 Equity Incentive Plan to, among other things, increase the authorized shares issuable thereunder by 3,500,000 shares.* The Plan Amendment was approved, as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
27,256,266	538,830	16,593	5,650,509

Item 9.01**Financial Statements and Exhibits.****(d) Exhibits**

The following exhibits are being filed herewith:

Exhibit No.	Document
<u>10.1#</u>	<u>Amendment No. 2 to TELA Bio, Inc. Amended & Restated 2019 Equity Incentive Plan.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Indicates a management contract any compensatory plan, contract or arrangement.

SIGNATURES

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.

TELA BIO, INC.

By: /s/ Antony Koblisch

Name: *Antony Koblisch*

Title: *Chief Executive Officer and Director*

Date: June 11, 2026

TELA BIO, INC.
AMENDMENT NO. 2 TO
AMENDED AND RESTATED 2019 EQUITY
INCENTIVE PLAN

WHEREAS, the Board of Directors of TELA Bio, Inc., a Delaware corporation (the “**Company**”) approved and adopted the Amended and Restated 2019 Equity Incentive Plan (the “**2019 Plan**”) of the Company on April 20, 2020;

WHEREAS, the Board of Directors and the stockholders of the Company approved and adopted that certain Amendment No. 1 to Amended and Restated 2019 Equity Incentive Plan of the Company on May 28, 2025; and

WHEREAS, the Board of Directors and the stockholders of the Company have determined that it is in the best interest of the Company to further amend the 2019 Plan as set forth in this Amendment No. 2 (this “**2019 Plan Amendment**”).

NOW, THEREFORE, the 2019 Plan is amended as follows:

1. Amendment of the 2019 Plan

1.01. Section 3(a) of the 2019 Plan is hereby amended and restated in its entirety to read as follows:

“(a) Shares Subject to the Plan. Subject to adjustments as provided in Section 3(c) of the Plan, the maximum number of shares that may be issued in respect of Awards under the Plan is 10,932,620 Shares (the “Plan Limit”), all of which Shares may be issued in respect of Incentive Stock Options. Any Shares issued hereunder may consist, in whole or in part, of authorized and unissued Shares or treasury shares. Any Shares issued by the Company through the assumption or substitution of outstanding grants in connection with the acquisition of another entity shall not reduce the maximum number of Shares available for delivery under the Plan. Notwithstanding anything to the contrary in this Plan, the value of all Awards awarded (under this Plan and all other cash compensation paid by the Company) to any Participant in his or her capacity as a Non-Employee Director in any single calendar year shall not exceed \$1,000,000 in the first calendar year an individual becomes a Non-Employee Director and (ii) \$750,000 in any other calendar year. For the purpose of this limitation, the value of any Award shall be its grant date fair value, as determined in accordance with ASC Topic 718 or successor provision but excluding the impact of estimated forfeitures related to service-based vesting provisions.”

1.02. Section 12 of the 2019 Plan is hereby amended and restated in its entirety to read as follows:

“Prohibition on Repricing Programs. Neither the Committee nor the Board shall (i) implement any cancellation/re-grant program pursuant to which outstanding Options or Stock Appreciation Rights under the Plan are cancelled and new Options or Stock Appreciation Rights are granted in replacement with a lower exercise or base price per share, (ii) cancel outstanding Options or Stock Appreciation Rights under the Plan with exercise prices or base prices per share in excess of the then current Fair Market Value per Share for consideration payable in cash or in equity securities of the Company or (iii) otherwise directly reduce the exercise price or base price in effect for outstanding Options or Stock Appreciation Rights under the Plan, without in each such instance obtaining stockholder approval.”

1.03. Section 19 of the 2019 Plan is hereby amended and restated in its entirety to read as follows:

“Section 19. Term of the Plan. Unless the Plan shall theretofore have been terminated in accordance with Section 11, the Plan shall terminate on the 10-year anniversary of April 8, 2026, and no Awards under the Plan shall thereafter be granted.”

2. **Miscellaneous**

2.01. Effect. Except as amended hereby, the 2019 Plan shall remain in full force and effect.

2.02. Defined Terms. All capitalized terms used but not specifically defined herein shall have the same meanings given such terms in the 2019 Plan unless the context clearly indicates or dictates a contrary meaning.

2.03. Governing Law. This Amendment shall be governed by and construed in accordance with the laws and judicial decisions of the State of Delaware, without regard to the application of the principles of conflict of laws.

ADOPTED BY BOARD OF DIRECTORS:

April 8, 2026

APPROVED BY STOCKHOLDERS:

June 9, 2026
