

**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 31, 2024**

**Denali Therapeutics Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-38311  
(Commission  
File Number)

46-3872213  
(I.R.S. Employer  
Identification No.)

**161 Oyster Point Blvd.  
South San Francisco, California 94080**  
(Address of principal executive offices, including zip code)

**(650) 866-8548**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last reports)

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))

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.

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	DNLI	Nasdaq Global Select Market

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

On May 31, 2024, Denali Therapeutics Inc. (the "Company") held its annual meeting of stockholders. Of the 142,539,529 shares of common stock outstanding as of April 5, 2024, the record date for the meeting, 118,315,456 shares of common stock were represented at the meeting in person or by proxy, constituting 83.0% of the outstanding common stock entitled to vote. The matters voted upon at the meeting and the vote with respect to each such matter are set forth below:

**Proposal 1 - Election of Directors**

Election of three Class I directors to hold office until the 2027 annual meeting of stockholders. Each of the following nominees was elected to serve as a Class I director, to hold office until the Company's 2027 annual meeting of stockholders or until his or her respective successor has been duly elected and qualified or his or her earlier resignation or removal.

<b>Nominees</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Jay Flatley	108,094,205	2,149,100	8,072,151
Mac Tessier-Lavigne, Ph.D.	82,215,374	28,027,931	8,072,151
Nancy A. Thornberry	108,270,582	1,972,723	8,072,151

**Proposal 2 - Ratification of Appointment of Independent Registered Public Accounting Firm**

The appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024 was ratified based on the following results of voting:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
117,978,800	297,039	39,617	—

**Proposal 3 - Advisory Vote to Approve Executive Compensation**

The Company's stockholders approved, on a non-binding, advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
101,612,037	8,587,858	43,410	8,072,151

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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**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: May 31, 2024

**DENALI THERAPEUTICS INC.**

By: /s/ Alexander O. Schuth  
Alexander O. Schuth, M.D.  
Chief Operating and Financial Officer