

**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): April 22, 2026

DAY ONE BIOPHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40431
(Commission
File Number)

83-2415215
(IRS Employer
Identification No.)

1800 Sierra Point Parkway, Suite 200
Brisbane, California
(Address of principal executive offices)

94005
(Zip Code)

Registrant's telephone number, including area code: (650) 484-0899

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
Common Stock, par value \$0.0001 per share	DAWN	Nasdaq Global Select 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.

INTRODUCTORY NOTE

As previously reported in the Current Report on Form 8-K filed on March 6, 2026, with the U.S. Securities and Exchange Commission (the “**SEC**”), on March 6, 2026, Servier Pharmaceuticals LLC, a Delaware limited liability company (“**Parent**”), Servier Detroit Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“**Purchaser**”), Day One Biopharmaceuticals, Inc., a Delaware corporation (the “**Company**”), and Servier S.A.S., a French *société par actions simplifiée*, solely as a guarantor (“**Guarantor**”) and together with Parent and Purchaser, the “**Servier Parties**”), entered into an Agreement and Plan of Merger (the “**Merger Agreement**”). All capitalized terms used but not otherwise defined herein have the meanings given to such terms in the Merger Agreement.

Pursuant to the Merger Agreement, on March 26, 2026, Purchaser commenced a cash tender offer (the “**Offer**”) to purchase all of the issued and outstanding shares of common stock of the Company, par value \$0.0001 per share (the “**Shares**”), at a price of \$21.50 per share (the “**Offer Price**”), net to the seller in cash, without interest thereon, and less any applicable tax withholding, upon the terms and subject to the conditions set forth in the Offer to Purchase filed as Exhibit (a)(1)(A) to the Tender Offer Statement on Schedule TO filed by the Servier Parties with the SEC on March 26, 2026, as subsequently amended (the “**Offer to Purchase**”), and the related Letter of Transmittal.

At one minute past 11:59 p.m., Eastern Time, on April 22, 2026 (the “**Expiration Time**”), the Offer expired and was not further extended. Computershare Trust Company, N.A., the depository and paying agent for the Offer, advised Purchaser that, as of the Expiration Time, a total of 88,180,910 Shares were validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 85.34% of the Shares issued and outstanding as of immediately following the consummation of the Offer. The number of Shares tendered satisfied the Minimum Tender Condition. As the Minimum Tender Condition and each of the other conditions of the Offer were satisfied, on April 23, 2026, Purchaser irrevocably accepted for payment all the Shares validly tendered and not properly withdrawn pursuant to the Offer prior to the Expiration Time, and will pay for such Shares as required by the Merger Agreement.

Following the consummation of the Offer, on April 23, 2026, the Servier Parties completed the acquisition of the Company, pursuant to the terms and conditions of the Merger Agreement, through the merger of Purchaser with and into the Company, and without a meeting of stockholders of the Company in accordance with Section 251(h) of the General Corporation Law of the State of Delaware (the “**DGCL**”), with the Company continuing as the surviving corporation (the “**Surviving Corporation**”) and a wholly owned subsidiary of Parent (the “**Merger**”).

At the effective time of the Merger (the “**Effective Time**”), each Share issued and outstanding immediately prior to the Effective Time (other than (i) Shares owned by the Company or any wholly owned subsidiary of the Company immediately prior to the Effective Time, (ii) Shares owned by Parent, Purchaser or any other subsidiary of Parent at the commencement of the Offer and owned by Parent, Purchaser or any other subsidiary of Parent immediately prior to the Effective Time, (iii) Shares irrevocably accepted for purchase by Purchaser in the Offer or (iv) Shares that are held by stockholders who are entitled to demand and properly demand appraisal for such Shares pursuant to and in compliance in all respects with Section 262 of the DGCL and do not fail to perfect or otherwise waive, withdraw or lose their right to appraisal with respect to such shares under the DGCL) was converted into the right to receive the Offer Price in cash, without interest thereon (the “**Merger Consideration**”), less any applicable tax withholding.

Pursuant to the Merger Agreement, as of immediately prior to the Effective Time, each option to purchase Shares granted under a Company Equity Incentive Plan or as a non-plan inducement award that was then-outstanding (collectively, the “**Company Stock Options**”) and unvested became fully vested. At the Effective Time, each Company Stock Option that was then outstanding was cancelled and the holder of such Company Stock Option became entitled to receive a cash payment without interest and less any applicable tax withholding, equal to the product obtained by multiplying (i) the total number of Shares underlying such Company Stock Option and (ii) the excess of the Merger Consideration over the per Share exercise price of such Company Stock Option, if such Company Stock Option had a per Share exercise price less than the Merger Consideration. Any Company Stock Option that had an exercise price per Share that was equal to or greater than the Merger Consideration was cancelled for no consideration at the Effective Time.

Pursuant to the Merger Agreement, as of immediately prior to the Effective Time, each restricted stock unit of the Company granted under a Company Equity Incentive Plan (collectively, the “**Company RSUs**”) that was then outstanding but unvested became immediately vested in full. At the Effective Time, each Company RSU that was

then outstanding (including, without limitation, any restricted stock unit that had been deferred pursuant to the Company's Director Equity Deferral Plan) was cancelled and the holder thereof became entitled to receive a cash payment, without interest thereon and less any applicable tax withholding, equal to the product obtained by multiplying (i) the Merger Consideration by (ii) the number of Shares underlying such Company RSU.

The foregoing description of the Offer, the Merger and the Merger Agreement is not complete and is qualified in its entirety by reference to the Merger Agreement, a copy of which was filed as Exhibit 2.1 to the Company's Current Report on Form 8-K, filed with the SEC on March 6, 2026, and is incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

In connection with the closing of the transactions contemplated by the Merger Agreement, effective as of immediately prior to the Effective Time, the Company terminated the Company ESPP and, as of the Effective Time, each of the Company Stock Plans were terminated.

In connection with the closing of the transactions contemplated by the Merger Agreement, on April 20, 2026, the Company provided written notice to Piper Sandler & Co. and JonesTrading Institutional Services LLC as sales agents (together, the "*Agents*"), of its election to terminate the Equity Distribution Agreement, dated June 1, 2022, between the Company and the Agents (the "*Sales Agreement*"). The termination is effective as of the Expiration Time. The material terms of the Sales Agreement are summarized in the Company's Registration Statement on Form S-3 filed with the SEC on September 14, 2023.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The disclosures under the Introductory Note of this Current Report on Form 8-K, Item 3.01, Item 5.01 and Item 5.03 are incorporated herein by reference.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The disclosures under the Introductory Note of this Current Report on Form 8-K are incorporated herein by reference.

On April 22, 2026, the Company (i) confirmed to the Nasdaq Stock Market LLC ("*Nasdaq*") that the Offer was scheduled to expire at one minute past 11:59 p.m., Eastern Time, on April 22, 2026, (ii) notified Nasdaq of the anticipated consummation of the Merger prior to market open on April 23, 2026 and (iii) requested that Nasdaq halt trading of the Shares effective as of 8:00 p.m., Eastern Time, on April 22, 2026. On April 23, 2026, the Company confirmed to Nasdaq that the Merger had been consummated and requested that Nasdaq maintain the halt on trading of the Shares and file with the SEC a Form 25 Notification of Removal from Listing and/or Registration to delist and deregister the Shares under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "*Exchange Act*"). Parent and the Surviving Corporation also intend to file with the SEC a Certification and Notice of Termination of Registration on Form 15 under the Exchange Act, requesting the termination of registration of the Shares under Section 12(g) of the Exchange Act and the suspension of the Company's reporting obligations under Sections 13 and 15(d) of the Exchange Act.

Item 3.03 Material Modification to Rights of Security Holders.

The disclosures under the Introductory Note, Item 2.01, Item 3.01, Item 5.01 and Item 5.03 of this Current Report on Form 8-K are incorporated herein by reference.

As a result of the Merger, at the Effective Time, each Share issued and outstanding immediately prior to the Effective Time (except as described in the Introductory Note of this Current Report on Form 8-K) was converted into the right to receive the Merger Consideration, without interest and less any applicable tax withholding. Accordingly, at the Effective Time, the holders of such Shares ceased to have any rights as stockholders of the Company, other than the right to receive the Merger Consideration.

Item 5.01 Changes in Control of Registrant.

The disclosures under the Introductory Note, Item 2.01, Item 3.01, Item 5.02 and Item 5.03 of this Current Report on Form 8-K are incorporated herein by reference.

As a result of the consummation of the Offer and the Merger, there was a change in control of the Company, and Parent, as the direct parent company of Purchaser, acquired 100% of the voting securities of the Company. The aggregate consideration paid by Parent in connection with the Offer and the Merger is approximately \$2.5 billion in equity value and is being funded by Servier and Parent with cash on hand and similar cash-like instruments.

To the knowledge of the Company, there are no arrangements which may at a subsequent date result in a further change in control of the Company.

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

Pursuant to the Merger Agreement, as of the Effective Time, the directors of Purchaser immediately prior to the Effective Time became the directors of the Surviving Corporation. The directors of Purchaser immediately prior to the Effective Time were David K. Lee and Danielle Button. As of the Effective Time, Jeremy Bender, Habib Dable, Scott Garland, William Grossman, Natalie Holles, John Josey, Garry Nicholson and Saira Ramasastry each ceased to be directors of the Company and members of any committee of the Company's board of directors. These departures were not a result of any disagreement between the Company and the directors on any matter relating to the Company's operations, policies or practices.

Pursuant to the Merger Agreement, as of the Effective Time, the officers of Purchaser immediately prior to the Effective Time became the officers of the Surviving Corporation. The officers of Purchaser immediately prior to the Effective Time were David K. Lee as President and Secretary, and Danielle Button as Treasurer. Effective immediately following the Effective Time, all of the incumbent officers of the Company, as of immediately prior to the Effective Time, were removed as officers of the Company.

Biographical and other information regarding the new director and officers of the Surviving Corporation has been previously disclosed in Schedule I of the Offer to Purchase, which is incorporated herein by reference.

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

Pursuant to the Merger Agreement, as of the Effective Time, the Company's certificate of incorporation, as in effect immediately prior to the Effective Time, was amended and restated in its entirety (the "*Amended and Restated Certificate of Incorporation*"). In addition, pursuant to the Merger Agreement, as of the Effective Time, the bylaws of Purchaser, as in effect immediately prior to the Effective Time, became the bylaws of the Company (the "*Amended and Restated Bylaws*").

Copies of the Amended and Restated Certificate of Incorporation and the Amended and Restated Bylaws are filed as Exhibits 3.1 and 3.2, respectively, to this Current Report on Form 8-K, and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
2.1*	Agreement and Plan of Merger, dated March 6, 2026, by and among the Company, Parent, Purchaser, and, solely for the purposes of Section 10.12, Guarantor (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the SEC on March 6, 2026).
3.1**	Amended and Restated Certificate of Incorporation of the Company, dated April 23, 2026.
3.2**	Amended and Restated Bylaws of the Company, dated April 23, 2026.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Schedules and similar attachments have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule will be furnished supplementally to the SEC upon request.

** Filed herewith.

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 thereunto duly authorized.

DAY ONE BIOPHARMACEUTICALS, INC.

Date: April 23, 2026

By: /s/ David Lee

David Lee

President and Secretary

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
DAY ONE BIOPHARMACEUTICALS, INC.**

1. The name of the Corporation is: Day One Biopharmaceuticals, Inc.
2. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is: The Corporation Trust Company.
3. The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (as from time to time amended, the "**DGCL**").
4. The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of common stock, \$0.001 par value per share (the "**Common Stock**"). Shares of the Common Stock may be issued from time to time as the Board of Directors of the Corporation (the "**Board**") shall determine and on such terms and for such consideration as shall be fixed by the Board. The amount of the authorized Common Stock of the Corporation may be increased or decreased by the affirmative vote of the holders of a majority of the outstanding shares of Common Stock of the Corporation entitled to vote.
5. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.
6. Elections of directors need not be by written ballot unless required by the Bylaws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote, given in accordance with Section 228 of the DGCL.
7. In furtherance and not in limitation of the powers conferred upon the Board by law, the Board shall have the power to make, adopt, alter, amend and repeal from time to time the Bylaws of the Corporation by a majority vote at any regular or special meeting or by written consent, subject to the power of the stockholders to alter, amend and repeal Bylaws made by the Board.
8. The Corporation reserves the right at any time, from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and any other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Section 8.

9. To the fullest extent permitted by the DGCL as it now exists and as it may hereafter be amended, no director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for monetary damages for breach of fiduciary duty as a director; provided that nothing contained in this Section 9 shall eliminate or limit the liability of a director or officer (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to the provisions of Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. No repeal or modification of this Section 9 shall apply to or have any adverse effect on any right or protection of, or any limitation of the liability of, a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

10. The Corporation may indemnify, and advance expenses to, to the fullest extent permitted by law, any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that the person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

DAY ONE BIOPHARMACEUTICALS, INC.

(a Delaware corporation)

AMENDED AND RESTATED BYLAWS

As Amended and Restated on April 23, 2026

ARTICLE I

Offices

Section 1.1 Registered Office. The corporation shall maintain a registered office and registered agent in the State of Delaware. The registered office and/or registered agent of the corporation may be changed from time to time by action of the board of directors.

Section 1.2 Other Offices. The corporation may also have offices at such other places either within or outside the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

Section 1.3 Books and Records. Books and records of the corporation may be kept at the corporation's headquarters or such other location or locations, within or outside the State of Delaware, as may from time to time be designated by the board of directors.

ARTICLE II

Stockholders

Section 2.1 Action by Consent Without Meeting. Any action required or permitted to be taken at any annual or special meeting of stockholders of the corporation may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted and shall be delivered to the corporation by delivery to its principal place of business or to an officer or agent of the corporation having custody of the book in which proceedings of meetings of stockholders are recorded. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Section 2.2 Annual Elections. An annual election of directors shall be held either by written consent of stockholders without a meeting, under Section 2.1 of these bylaws, or at a meeting at such time as shall be determined by resolution of the board of directors, and duly called to be held at such hour and place either within or without the State of Delaware as may be stated in the call and notice. If the consent is less than unanimous, it will constitute a consent in lieu of the annual meeting only if all of the directorships to which directors could be elected at an annual meeting held at the effective time of the consent were (i) vacant at the effective time and (ii) filled by action of the consent.

Section 2.3 Special Meetings. Special meetings of stockholders may be held upon call of the president or a majority of the board of directors (and shall be called by the secretary upon written request, stating the purpose of the meeting, of stockholders who together own of record 25% of the outstanding stock of any class entitled to vote at such meeting), at such time and place either within or without the State of Delaware as may be stated in the call and notice.

Section 2.4 Notice of Meetings. Whenever stockholders are required or permitted to take any action at a meeting, a written notice of the meeting shall be given which shall state the place, if any, date, time and means of remote communication, if any, of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Unless otherwise provided by law, the written notice of any meeting shall be given not less than ten nor more than sixty days before the date of the meeting to each stockholder entitled to vote at such meeting. If mailed, such notice shall be deemed to be given when deposited in the United States mail, postage prepaid, directed to the stockholder at their address as it appears on the records of the corporation.

Section 2.5 Adjournments. Any meeting of stockholders may adjourn from time to time to reconvene at the same or some other place, and notice need not be given of any such adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting the corporation may transact any business which might have been transacted at the original meetings. If the adjournment is for more than thirty days, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. If after the adjournment a new record date for stockholders entitled to vote is fixed for the adjourned meeting, the board of directors shall fix a new record date for notice of such adjourned meeting in accordance with Section 2.9 of these bylaws, and shall give notice of the adjourned meeting to each stockholder of record entitled to vote at such adjourned meeting as of the record date fixed for notice of such adjourned meeting.

Section 2.6 Quorum. At each meeting of stockholders, except where otherwise provided by law or the certificate of incorporation or these bylaws, the holders present in person or by proxy of a majority of the outstanding shares of each class of stock entitled to vote at the meeting shall constitute a quorum. For purposes of the foregoing, two or more classes or series of stock shall be considered a single class if entitled to vote together as a single class upon a particular election or question. In the absence of a quorum, the stockholders so present may, by majority vote, adjourn the meeting from time to time in the manner provided by Section 2.5 of these bylaws until a quorum shall attend.

Section 2.7 Organization. Meetings of stockholders shall be presided over by the president, or in their absence by a vice president, or in the absence of the foregoing persons by a chairperson chosen at the meeting. The secretary shall act as secretary of the meeting, but in their absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 2.8 Voting; Proxies. Unless otherwise provided in the certificate of incorporation, each stockholder entitled to vote at any meeting of stockholders, or to express consent or dissent to corporate action in writing without a meeting, shall be entitled to one vote for each share of stock held by them which has voting power upon the matter in question. Each such stockholder may authorize another person or persons to act for them by proxy, but no such proxy shall be voted or acted upon after three years from its date, unless the proxy provides for a longer period. All elections of directors shall be by written ballot, unless otherwise provided in the certificate of incorporation; but voting on other questions by stockholders need not be by ballot and need not be conducted by inspectors. A plurality of the votes cast shall be sufficient for election of directors by stockholders. Unless otherwise provided by law, the certificate of incorporation or these bylaws, or a resolution of the board of directors, all other questions shall be decided by the vote of the holders of a majority of the outstanding shares of all classes of stock entitled to vote thereon present in person or by proxy at a meeting, or by written consent without a meeting of the number of votes required by Section 2.1 of these bylaws.

Section 2.9 Fixing Date for Determination of Stockholders of Record. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights in respect of any change, conversion or exchange of stock or for the purpose of any other lawful action, the board of directors may fix in advance a record date, which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. If no record date is fixed (1) the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held and (2) the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the board of directors is required by law, shall be the first date on which a signed written consent is delivered to the corporation. If no record date has been fixed by the board of directors and prior action by the board of directors is required by law, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the board of directors adopts the resolution taking such prior action. The record date for determining stockholders for any purpose shall be at the close of business on the day on which the board of directors adopts the resolution relating thereto.

A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

ARTICLE III

Board of Directors

Section 3.1 Management of Affairs of Corporation. The property and business of the corporation shall be managed by or under the direction of its board of directors. The board of directors may exercise all such powers of the corporation and do all such lawful acts and things as are not reserved exclusively to the stockholders by law, the certificate of incorporation or these bylaws.

Section 3.2 Number; Qualifications. The board of directors shall consist of one or more members. The number of directors shall be such as may be fixed from time to time either by stockholder action or by resolution of the board of directors. Directors need not be stockholders.

Section 3.3 Election; Resignation; Vacancies. Any director may resign at any time upon written notice to the corporation. Any vacancy occurring in the board of directors for any cause may be filled by a majority of the remaining members of the board of directors, although less than a quorum, or by a sole remaining director; or by a plurality of the votes cast at a meeting of stockholders; or by consent in writing signed by the holders of outstanding stock having not less than a majority of the votes of such stock. Whether elected at an annual election of directors or to fill an interim vacancy, each director shall hold office until the next succeeding annual election or until their successor is elected and qualified or until their earlier resignation or removal. Any director or the entire board of directors may be removed, with or without cause, by the holders of a majority of the shares then entitled to vote at an election of directors.

Section 3.4 Regular Meetings. Regular meetings of the board of directors may be held at such places within or without the State of Delaware and at such times as the board of directors may from time to time determine, and if so determined, notices thereof need not be given.

Section 3.5 Special Meetings. Special meetings of the board of directors may be held at any time or place within or without the State of Delaware whenever called by a quorum of the board of directors. At least two days' notice thereof shall be given by the person or persons calling the meeting.

Section 3.6 Telephonic Meetings Permitted. Members of the board of directors, or any committee designated by the board of directors, may participate in a meeting of such board of directors or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and participation in a meeting pursuant to this bylaw shall constitute presence in person at such meeting.

Section 3.7 Quorum. At all meetings of the board of directors a majority of the entire board of directors shall constitute a quorum for the transaction of business. Except in cases in which the certificate of incorporation or these bylaws otherwise provide, the vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the board of directors.

Section 3.8 Organization. Meeting of the board of directors shall be presided over by the president, or in their absence by a chairperson chosen at the meeting. The secretary shall act as secretary of the meeting, but in their absence the chairperson of the meeting may appoint any person to act as secretary of the meeting.

Section 3.9 Informal Action by Directors. Any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting, if all members of the board of directors or of such committee, as the case may be, consent to the action in writing or by electronic transmission, and the writing or electronic transmission is filed with the minutes of proceedings of the board of directors or committee.

ARTICLE IV

Officers

Section 4.1 Executive Officers; Election; Qualifications; Term of Office; Resignations; Vacancies. The board of directors, as soon as practicable after the annual election of directors in each year, shall elect a president, a secretary, and it may, if it so determines, elect a chairperson of the board of directors who need not be a member, one or more vice presidents, a treasurer and such other officers as the board of directors shall determine. The board of directors may also choose one or more assistant officers. Any offices may be held, and the duties performed, by one and the same person. Each such officer shall hold office until the first meeting, or action by consent without a meeting, of the board of directors after the annual election of directors next succeeding their election, or until their successor is elected and qualified or until their earlier resignation or removal. Any officer may resign at any time upon written notice to the corporation. Any officer may be removed from office at any time by the affirmative vote of a majority of the members of the board of directors then in office. Any vacancy occurring in any office of the corporation by death, resignation, removal or otherwise may be filled for the unexpired portion of the term by the board of directors at any regular or special meeting, or by unanimous written consent without a meeting.

Section 4.2 Powers and Duties of Executive Officers. The officers of the corporation shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time shall be conferred by these bylaws or the board of directors. The president shall, subject to the board of directors, have general direction and supervision of the business operations and affairs of the corporation. The chairperson of the board of directors shall have only such powers and authority as may be specifically delegated to them by the board of directors.

ARTICLE V

Stock

Section 5.1 Certificates. All shares of the corporation's stock shall be uncertificated shares unless the board of directors provides by resolution or resolutions that some or all of any or all classes or series of the corporation's stock shall be represented by certificates. In such case, the board of directors may, consistent with applicable law, adopt such rules as it deems appropriate concerning the issuance, signature, registration, surrender and replacement of certificates and the transfer of certificated shares.

Section 5.2 Transfer of Stock. Transfers of shares of stock shall be made only on the books of the corporation by the registered holder thereof or by its attorney or successor duly authorized as evidenced by documents filed with the secretary or transfer agent of the corporation. In the case of certificated shares, upon surrender to the corporation or the transfer agent of the corporation of a certificate for shares duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and in compliance with any restrictions on transfer of which the corporation has notice applicable to the certificate or shares represented thereby, the corporation shall issue a new certificate to the person entitled thereto, cancel the old certificate and record the transaction upon its books. The board of directors may adopt such additional rules and regulations as it deems advisable concerning the transfer and registration of certificates of stock of the corporation.

ARTICLE VI

Miscellaneous

Section 6.1 Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the board of directors. In the absence of such a resolution, the fiscal year of the corporation shall be the calendar year.

Section 6.2 Seal. The board of directors may adopt a corporate seal bearing the name of the corporation, in such form as the board of directors may approve from time to time.

Section 6.3 Waiver of Notice of Meetings of Stockholders, Directors and Committees. Any written waiver of notice, signed by the person entitled to notice, whether before or after the time stated therein, shall be deemed equivalent to notice. The presence of a person at a meeting, or their participation in a telephonic meeting, shall constitute a waiver of notice, except when a person attends a meeting or participates in a telephonic meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called, convened or initiated. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the stockholders, directors or members of a committee of directors need be specified in any written waiver of notice.

Section 6.4 Indemnification of Directors and Officers. The corporation shall indemnify any person who is or was a director or officer of the corporation or who is or has served at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent permitted by the Delaware General Corporation Law as in effect at the time of adoption of these bylaws or as amended from time to time. The foregoing right of indemnification shall not be exclusive of any other rights to which a person seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise.

Section 6.5 Insurance. If authorized by the board of directors, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or has served at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the full extent permitted by the Delaware General Corporation Law as in effect at the time of the adoption of this bylaw or as amended from time to time.

Section 6.6 Amendment of Bylaws. These bylaws may be altered, amended or repealed (a) by the affirmative vote of a majority of the stock having voting power present in person or by proxy at any annual meeting of stockholders at which a quorum is present, or at any special meeting of stockholders at which a quorum is present, if notice of the proposed alteration, amendment or repeal is contained in the notice of such special meeting, or (b) by the affirmative vote of a majority of the directors then qualified and acting at any regular or special meeting of the board, if the certificate of incorporation confers such power upon the board; provided, however, that the stockholders may provide specifically for limitations on the power of directors to amend particular bylaws and, in such event, the directors' power of amendment shall be so limited; and further provided that no reduction in the number of directors shall have the effect of removing any director prior to the expiration of such director's term of office.