

**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 2, 2023**

COMPASS PATHWAYS PLC

(Exact Name of Registrant as Specified in Its Charter)

England and Wales
(State or Other Jurisdiction of Incorporation)

England and Wales
(State or other Jurisdiction of Incorporation)

001-39522
(Commission
File Number)

Not applicable
(I.R.S. Employer
Identification No.)

33 Broadwick Street
London W1F 0DQ
United Kingdom
(Address of Principal Executive Offices; Zip Code)

+1 (716) 676-6461
(Registrant's Telephone Number, Including Area Code)

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing one ordinary share, nominal value £0.008 per share	CMPS	The 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.

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

(a) On June 2, 2023, Compass Pathways plc (the “Company”) held its 2023 Annual General Meeting of Shareholders (the “AGM”). Of the ordinary shares entitled to vote, there were 24,426,443 ordinary shares represented in person or by proxy at the AGM. The Company did not exercise any of the discretionary voting power with respect to the American Depositary Shares (“ADSs”) which is available to the Company pursuant to the terms of the deposit agreement by and among the Company, Citibank, N.A., as depositary, and holders and beneficial owners of ADSs issued thereunder, dated as of September 22, 2020. As a result, the proxy forms for holders of ADSs who did not provide voting instructions on or before the applicable voting cut-off time have been included in the “Broker Non-Vote” total. A “vote withheld” is not a vote in law and votes withheld had no effect on the proposals. Votes withheld were counted as present and entitled to vote for purposes of determining a quorum.

(b) The matters voted upon at the AGM were described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 19, 2023. The final results of such voting are set forth below.

Proposal 1. To re-elect George Goldsmith as a Director of the Company.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
23,817,082	291,467	317,894	20,917,244

At the AGM, George Goldsmith was duly re-elected.

Proposal 2. To re-elect Annalisa Jenkins as a Director of the Company.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
23,796,698	315,095	314,650	20,917,244

At the AGM, Annalisa Jenkins was duly re-elected.

Proposal 3. To re-elect Linda McGoldrick as a Director of the Company.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
22,761,401	1,348,152	316,890	20,917,244

At the AGM, Linda McGoldrick was duly re-elected.

Proposal 4. To re-elect Kabir Nath as a Director of the Company.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
24,062,885	46,836	316,722	20,917,244

At the AGM, Kabir Nath was duly re-elected.

Proposal 5. To re-appoint PricewaterhouseCoopers LLP, an English limited liability partnership (“PwC”), to serve as the Company’s U.K. statutory auditor, to hold office until the conclusion of the next annual general meeting of shareholders.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
24,089,185	25,821	311,437	20,917,244

At the AGM, the shareholders approved the re-appointment of PwC as the Company's U.K. statutory auditor, to hold office until the conclusion of the next annual general meeting of shareholders.

Proposal 6. Ratification of the appointment of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
24,095,498	21,642	309,303	20,917,244

At the AGM, the shareholders ratified the appointment of PwC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2023.

Proposal 7. To authorize the Audit and Risk Committee to determine the auditors' remuneration for the year ending December 31, 2023.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
24,091,310	20,993	314,140	20,917,244

At the AGM, the shareholders authorized the Audit and Risk committee to determine the auditors' remuneration for the year ending December 31, 2023.

Proposal 8. To receive the U.K. statutory annual accounts and Directors' report for the year ended December 31, 2022, and the report of the auditors thereon.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
24,077,293	33,791	315,359	20,917,244

At the AGM, the shareholders approved the receipt of the U.K. statutory annual account and Directors' report for the year ended December 31, 2022, and the report of the auditors thereon.

Proposal 9. To receive and approve, as a non-binding advisory resolution, the U.K. statutory Directors' Remuneration Report for the year ended December 31, 2022.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
23,616,985	415,812	393,646	20,917,244

At the AGM, the Company's shareholders approved, on a non-binding and advisory basis, the directors' remuneration report.

Proposal 10. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers for the year ended December 31, 2022.

FOR	AGAINST	WITHHELD	BROKER NON-VOTES
23,302,559	473,535	650,349	20,917,244

At the AGM, the Company's shareholders approved, on a non-binding and advisory basis, the compensation of the Company's named executive officers.

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.

COMPASS PATHWAYS PLC

Date: June 5, 2023

By: /s/ Matthew Owens
Matthew Owens
General Counsel and Chief Legal Officer