

**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 16, 2022

IMPEL PHARMACEUTICALS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40353
(Commission
File Number)

26-3058238
(IRS Employer
Identification No.)

201 Elliott Avenue West, Suite 260
Seattle, WA
(Address of principal executive offices)

98119
(Zip Code)

(206) 568-1466
(Registrant's telephone number, including area code)

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, \$0.001 Par Value Per Share | IMPL | The Nasdaq Stock Market LLC |

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.

On June 16, 2022, Impel Pharmaceuticals Inc. (the “*Company*”) held its 2022 Annual Meeting of Stockholders and the following proposals were adopted:

1. Election of two Class I directors, identified in the table below, each to serve a three-year term, which will expire at the 2025 Annual Meeting of Stockholders and until such time as their respective successors have been duly elected and qualified or until their earlier resignation or removal:

| Nominees | Shares For | Shares Withheld | Broker Non-Votes |
|-------------------|-----------------------|----------------------------|-----------------------------|
| Mahendra G. Shah | 11,853,609 | 545,532 | 2,229,274 |
| H. Stewart Parker | 11,812,072 | 587,069 | 2,229,274 |

2. Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022:

| Shares For | Shares Against | Shares Abstaining | Broker Non-Votes |
|-----------------------|---------------------------|------------------------------|-----------------------------|
| 14,458,167 | 71,472 | 98,775 | - |

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.

IMPEL PHARMACEUTICALS INC.

Date: June 17, 2022

By: /s/ Adrian Adams

Adrian Adams

Chief Executive Officer

