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): March 16, 2022

iBio, Inc.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction of incorporation)

001-35023

(Commission File Number)

26-2797813

(IRS Employer Identification No.)

8800 HSC Parkway

Bryan, TX 77807 (Address of principal executive offices and zip code)

(979) 446-0027

(Registrant's telephone number including area code)

(Former Name and Former Address)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) 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	IBIO	NYSE American

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 \Box

If an emerging growth company, indicate by checkmark 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. \Box

Item 7.01. Regulation FD Disclosure.

iBio, Inc. (the "Company") will be making several presentations to investors over the next several weeks. In connection with the presentations, the Company intends to discuss the investor presentation, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 and in the investor presentation furnished as Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended and shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

The investor presentation furnished as Exhibit 99.1 to this Current Report on Form 8-K includes "safe harbor" language pursuant to the Private Securities Litigation Reform Act of 1995, as amended, indicating that certain statements contained therein are "forward-looking" rather than historical.

The Company undertakes no duty or obligation to update or revise the information contained in this Current Report on Form 8-K, although it may do so from time to time if its management believes it is appropriate. Any such updating may be made through the filing of other reports or documents with the Securities and Exchange Commission, through press releases or through other public disclosures.

Item 8.01. Other Events.

As previously reported by the Company in a Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on August 27, 2021 (the "August 2021 Form 8-K"), on August 23, 2021, the Company entered into a series of agreements with RubrYc Theraputics, Inc. ("RubrYc") described in more detail in the August 2021 Form 8-K whereby in exchange for a \$5 million investment in RubrYc, a potential further investment of \$2.5 million, potential further milestones and royalties, the Company acquired:

• A worldwide exclusive license to certain antibodies that RubrYc developed under what it calls its RTX-003 campaign, which are promising immuno-oncology antibodies that bind to the CD25 protein without interfering with the IL-2 signaling pathway thereby potentially depleting T regulatory (T reg) cells while enhancing T effector (T eff) cells and encouraging the immune system to attack cancer cells

Options for iBio to license additional antibodies developed using RubrYc's artificial intelligence-based antibody discovery platform Preferred stock in RubrYc.

In connection with the entry into a Collaboration and License Agreement (the "RTX-003 License Agreement") and a Collaboration, Option and License Agreement (the "Collaboration Agreement") with RubrYc, as described in the August 2021 Form 8-K, the Company entered into a Stock Purchase Agreement ("Stock Purchase Agreement") with RubrYc whereby it purchased 1,909,563 shares of RubrYc's Series A-2 preferred stock ("Series A-2 Preferred") for \$5,000,000 and agreed to acquire an additional 954,782 shares of RubrYc's Series A-2 Preferred for \$2,500,000 in the event certain conditions set forth in the Stock Purchase Agreement are satisfied as of December 1, 2021. In connection with the Stock Purchase Agreement, the "RubrYc Therapeutics, Inc. Second Amended and Restated Ivestors' Rights Agreement") and the RubrYc Therapeutics, Inc. Second Amended and Restated Noting Agreement (the "Right of First Refusal and Co-Sale Agreement (the "Right of First Refusal and Co-Sale Agreement").

On March 16, 2022, pursuant to the Stock Purchase Agreement, and upon the satisfaction of the conditions set forth therein, the Company acquired an additional 954,782 shares of RubrYc's Series A-2 preferred stock for \$2.5 million.

The rights, preferences of and privileges of the RubrYc Series A-2 Preferred Stock ("Series A-2 Preferred") are set forth in the Third Amended and Restated Certificate of Incorporation of RubrYc Therapeutics, Inc. (the "Amended RubrYc COI"), and include a preferential eight percent (8%) dividend, senior rights on liquidation, the right to elect a Series A-2 Preferred director for as long as the Company holds at least 1,500,000 shares of RubrYc stock, the right to vote on an as-converted basis, certain anti-dilution and other protective provisions, the right to convert the Series A-2 Preferred into shares of RubrYc common stock at the Company's option, and mandatory conversion of the Series A-2 Preferred into shares of RubrYc common stock upon (a) the closing of a firm-commitment underwritten public offering to the public pursuant to an effective registration statement under the Securities Act of 1933, as amended, for shares of RubrYc common stock at a per share price of at least five (5) times the Series A-2 Original Issue Price (as defined in the Amended RubrYc COI) and resulting in at least \$30,000,000 of gross proceeds to RubrYc or (b) such other date, time or event, specified by vote or written consent of the majority of the aggregate voting power, on an as-converted basis, of the RubrYc Series A preferred stock "Series A -2 Preferred" and together with the Series A-2 Preferred, the "Senior Preferred Stock" and Series A-2 Preferred.

The Right of First Refusal and Co-Sale Agreement gives RubrYc the right of first refusal on stock sales by key holders, generally defined as founders, and a second right of first refusal and a co-sale right to specified other investors, including certain holders of Senior Preferred Stock and the Company.

The Investors' Rights Agreement provides the holders of Senior Preferred Stock with, among things: (i) demand registration rights, under specified circumstances; (ii) piggyback registration rights in the event of a company registered offering; (iii) lock-up and market-standoff obligations following a registered underwritten public offering; (iv) preemptive rights on company offered securities; and (v) additional protective covenants that require the approval at least two of the three directors elected by the holders of the Senior Preferred Stock .

Pursuant to the Voting Agreement, certain RubrYC stockholders are contractually obligated to, among other things, vote for and maintain the authorized number of directors at five members, one of which the Company has the contractual right to elect subject to the conditions set forth above.

The foregoing summary descriptions of the Collaboration Agreement, the RTX-003 License Agreement, the Stock Purchase Agreement, the Investors' Rights Agreement, the Voting Agreement, the Right of First Refusal and Co-Sale Agreement and Amended RubrYc COI are not complete and are qualified in their entirety by reference to the full text of the Collaboration Agreement, the Collaboration and License Agreement, the Stock Purchase Agreement, the Investor Rights Agreement, the Voting Agreement, the Right of First Refusal and Co-Sale Agreement and Amended RubrYc COI, copies of which are filed as Exhibits 10.1, 10.2, 10.3, 10.4, 10.5 and 10.6 and 99.2 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are furnished with this Current Report on Form 8-K.

Exhibit	
Number	Exhibit Description
10.1 **	Collaboration, Option and License Agreement, dated August 23, 2021, by and between iBio, Inc. and RubrYc Therapeutics, Inc.
	(incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on August 27, 2021 (File No. 001-
	35023)
<u>10.2 †*</u>	Collaboration and License Agreement, dated August 23, 2021, by and between iBio, Inc. and RubrYc Therapeutics, Inc. (incorporated
	by reference to the Form 8-K filed with the Securities and Exchange Commission on August 27, 2021 (File No. 001-35023)
<u>10.3†*</u>	Stock Purchase Agreement, dated August 23, 2021, by and between iBio, Inc. and RubrYc Therapeutics, Inc. (incorporated by reference
	to the Form 8-K filed with the Securities and Exchange Commission on August 27, 2021 (File No. 001-35023)
<u>10.4†*</u>	Second Amended and Restated Investor Rights Agreement, dated August 23, 2021, by and among RubrYc Therapeutics, Inc. and certain
	investors (incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on August 27, 2021 (File No.
	<u>001-35023)</u>
<u>10.5†*</u>	Second Amended and Restated Voting Agreement, dated August 23, 2021, by and among RubrYc Therapeutics, Inc. and certain
	investors (incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission on August 27, 2021 (File No.
	001-35023)
10.6†*	Second Amended and Restated Right of First Refusal and Co-Sale Agreement, dated August 23, 2021, by and among RubrYc
10.01	Therapeutics, Inc. and certain investors (incorporated by reference to the Form 8-K filed with the Securities and Exchange Commission
	in August 57, 2021 (File No. 001-35023)
<u>99.1</u>	Bio, Inc. Investor Presentation dated March 2022.
99.2	Third Amended and Restated Certificate of Incorporation of Rubry'c Therapeutics, Inc. (incorporated by reference to the Form 8-K filed
<u></u>	with the Securities and Exchange Commission on August 27, 2021 (File No. 001-35023)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Company agrees to furnish supplementally to the SEC a copy of any omitted schedule upon request.

†The Company has omitted certain portions of the Collaboration, Option and License Agreement and the Collaboration and License Agreement, Stock Purchase Agreement, Investors' Rights Agreement, Voting Agreement, and Right of First Refusal and Co-Sale Agreement in accordance with Item 601(b)(10) of Regulation S-K. The Company agrees to furnish unredacted copies of these Exhibits to the SEC upon request.

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.

IBIO, INC.

Date: March 18, 2022

By: /s/ Thomas F. Isett Name: Thomas F. Isett Title: Chief Executive Officer



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Forward-Looking Statements

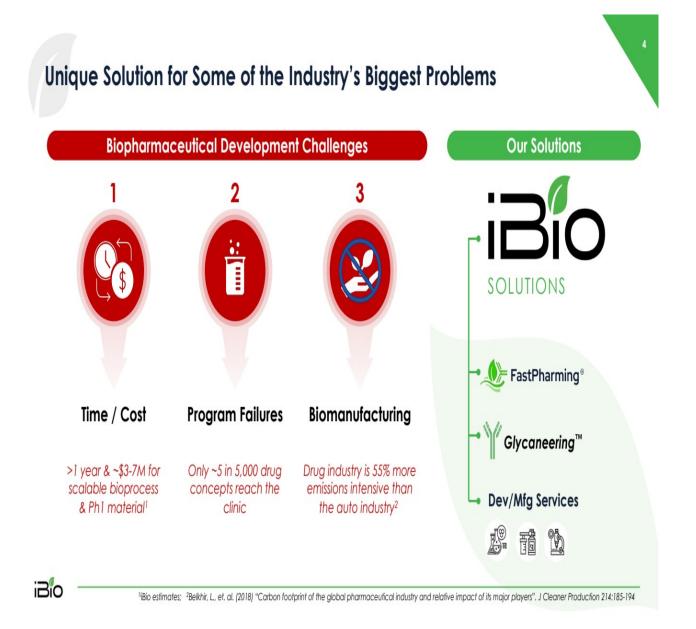
Certain statements in this presentation constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Words such as "may," "might," "will," "should," "believe," "expect," "anticipate," "estimate," "continue," "predict," "forecast," "project," "plan," "intend" or similar expressions, or statements regarding intent, belief, or current expectations, are forward-looking statements. These forward-looking statements are based upon current estimates. While the Company believes these forward-looking statements are reasonable, undue reliance should not be placed on any such forward-looking statements, which are based on information available to us on the date of this presentation. These forward-looking statements are subject to various risks and uncertainties, many of which are difficult to predict that could cause actual results to differ materially from current expectations and assumptions from those set forth or implied by any forward-looking statements. Important factors that could cause actual results to differ materially from current expectations include, among others, the Company's ability to obtain regulatory approvals for commercialization of its product candidates, including its COVID-19 vaccines and IBIO-101, or to comply with ongoing regulatory requirements, regulatory limitations relating to its ability to promote or commercialize its product candidates for specific indications, acceptance of its product candidates in the marketplace and the successful development, marketing or sale of products, its ability to maintain its license agreements, the continued maintenance and growth of its patent estate, its ability to establish and maintain collaborations, its ability to obtain or maintain the capital or grants necessary to fund its research and development activities, competition, its ability to retain its key employees or maintain its NYSE American listing, and the other factors discussed in the Company's most recent Annual Report on Form 10-K and the Company's subsequent filings with the SEC, including subsequent periodic reports on Forms 10-Q and 8-K. The information in this presentation is provided only as of today, and we undertake no obligation to update any forward-looking statements contained in this presentation on account of new information, future events, or otherwise, except as required by law. This presentation shall not constitute an offer to sell, or the solicitation of an offer to buy, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction.

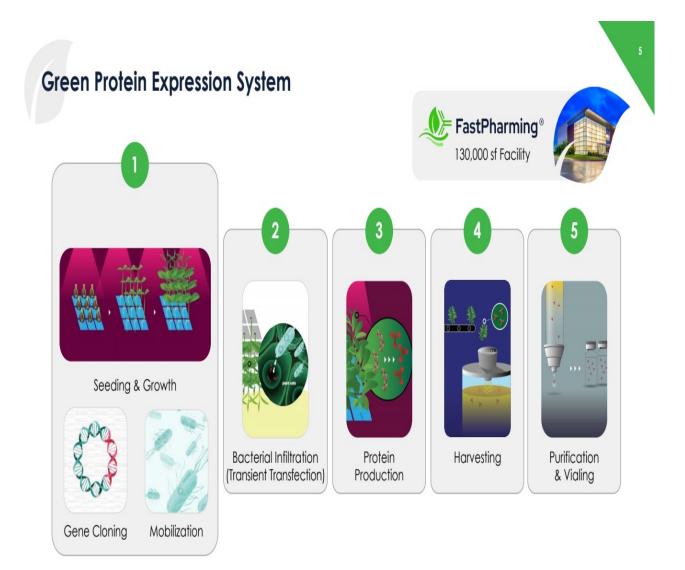


iBio: Growing Tomorrow's Biologics



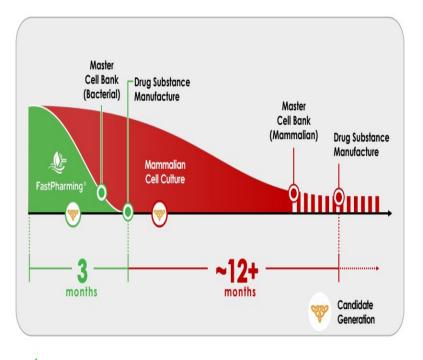








The Speed & Scalability of FastPharming Potentially Enables a Faster, More Efficient Path to the Clinic



FastPharming[®] brings the capability to avoid the significant cost and time associated with selecting, developing & banking mammalian cell lines



Time to Drug Substance may vary and does not include product-specific process and assay development work. Mammalian cell culture timelines shown are for illustrative purposes only based upon competitive data from publicly available sources. Actual timelines may vary.

iBio Platforms Potentially Enable More Promising Candidates to Reach the Clinic, Faster

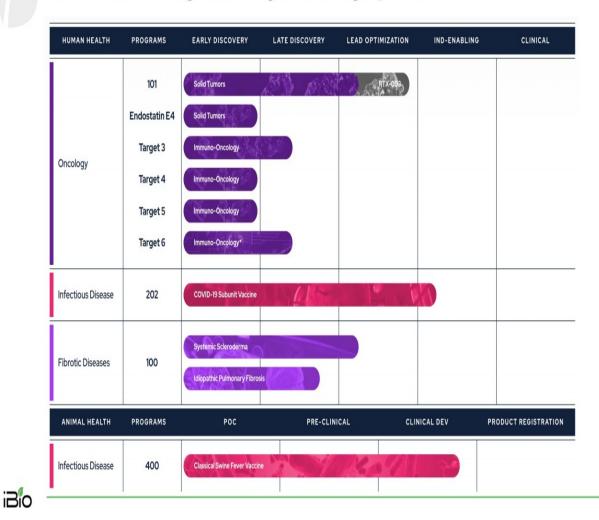


¹Paul, et al. NatureReviews Drug Discovery. (2010) 9, 203–214

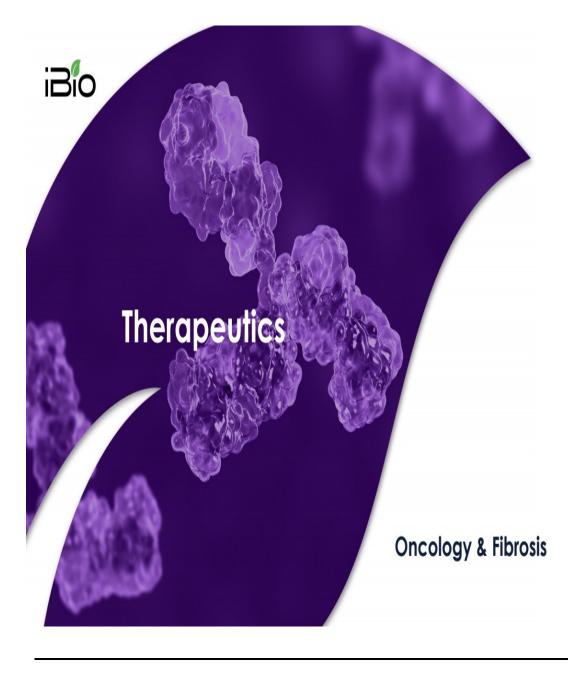
FastPharming: Reducing Single-Use Plastic Disposables in Bioprocessing



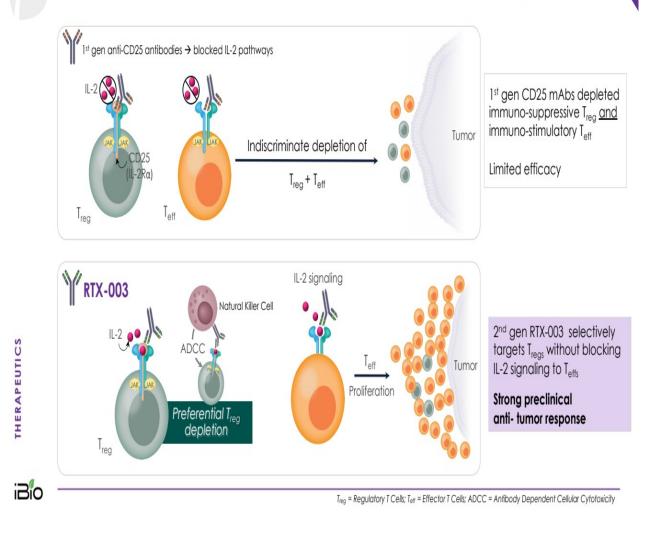
17th Annual Report and Summary of Biopharmaceutical Manufacturing Capacity and Production https://www.biopharma.com/TRENDS.pdf, 2 Seeds, stone wool, and purified water



Our Platform Technologies Fueling a Growing Pipeline

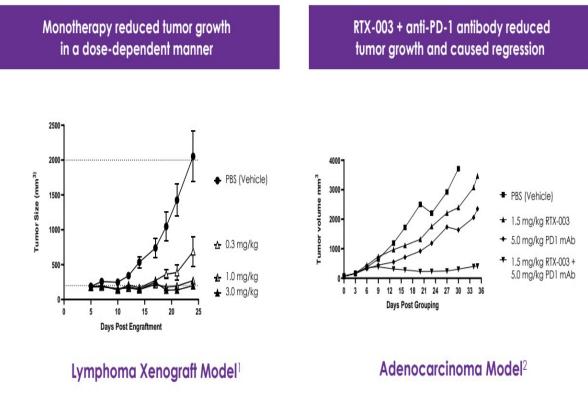


RTX-003 (IBIO-101) Stimulates Anti-tumor Immunity via anti-CD25 T_{reg} Depletion



RTX-003 Inhibits Tumor Growth, Alone and in Combination

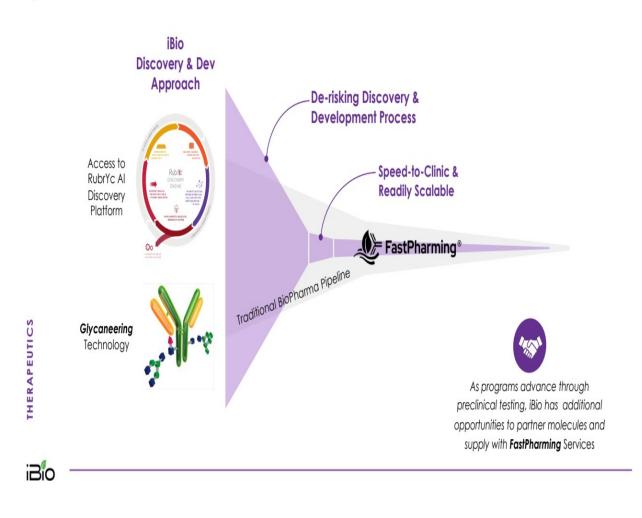
Greater potency achievable with afucosylated version attainable using Glycaneering Technology™



¹In vivo xenograft mouse model of lymphoma; Administration: 3x / week, i.p.; n=5 per group ²In vivo transgenic hCD25 mouse model; Admin: i.p. 3X / week at a single dose (1.5 mg/Kg) in combination with 2.5 mg/Kg of anti-mouse PD-1 antibody; n=5/group

iBio

Deploying AI-based Target ID & *Glycaneering* in Immuno-Oncology to Create More, Higher-Quality, Shots-on-Goal



IBIO-100: Promising Anti-Fibrotic Therapeutic Candidate



Fibrotic Disorders

Involved in ~45% of U.S. deaths from all diseases

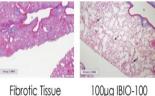
No cures: organ transplants for some late-stage diseases

Limited number of palliative treatments (most indications)

Many patients forego available treatments due to poor tolerability

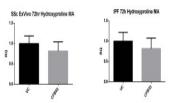
Market for current drugs for idiopathic pulmonary fibrosis alone is presently >\$1.8B¹





100µg IBIO-100 3x/week

Human Lung Tissue From End-Stage Disease at Transplant²



IBIO-100

Endostatin E4 peptide that reduces fibrosis by impacting extracellular matrices

Pre-clinical data shows reduced fibrosis in scleroderma/IPF models & human lung explants

Orphan Drug Designation for systemic scleroderma received

Intrinsic properties could enable an oral route-of-administration

¹Idiopathic Pulmonary Fibrosis: Disease Landscape & Forecast, Decision Resources, April 6, 2020; ²iBio data on file

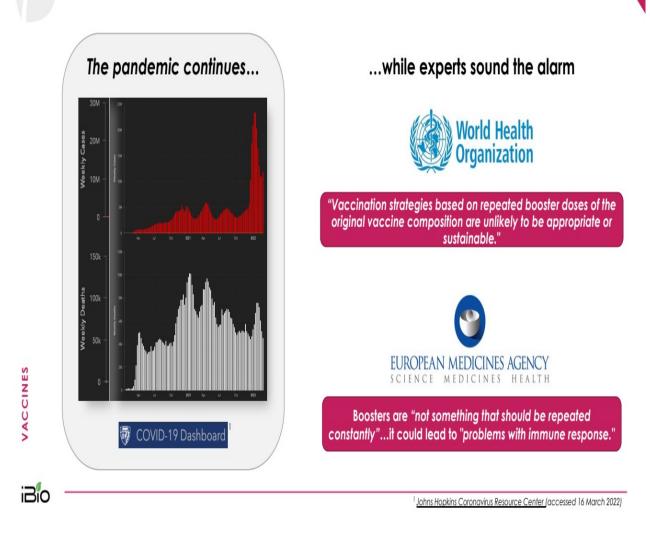
iBio





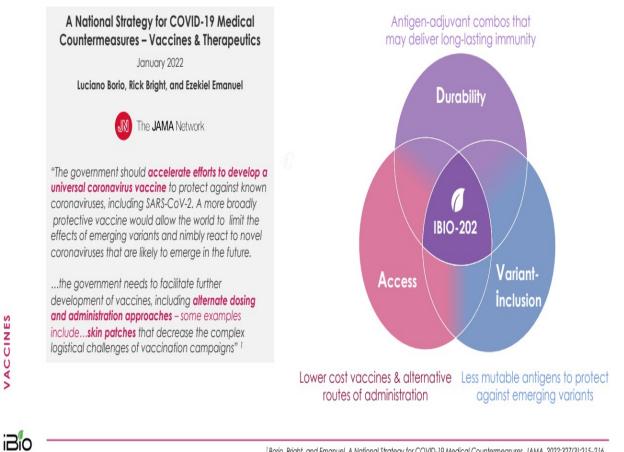
Human Health: COVID-19 Animal Health: CSFV





Experts Calling for Approaches Like iBio's "DAVi" Vaccine Design

Second-generation IBIO-202 development effort seeks to address Durability, Access, and Variant-inclusion



¹ Borio, Bright, and Emanuel, <u>A National Strategy for COVID-19 Medical Countermeasures</u>, JAMA. 2022;327(3):215–216

IBIO-202 Nucleocapsid [N]-based Subunit Vaccine May Complement to Current and Future Spike [S]-based Vaccines



N protein function is critical to viral genome packaging and is more highly conserved than the S protein. Thus, new viral variants may be less likely to escape N-based vaccines¹



N-antigen more effective than S in stimulating Natural Killer cell activation²

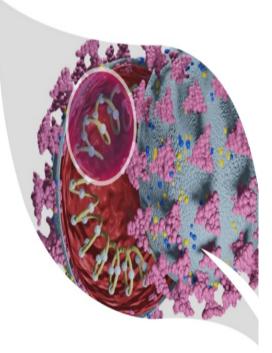


Prospectively suitable for delivery via routes other than intramuscular injection



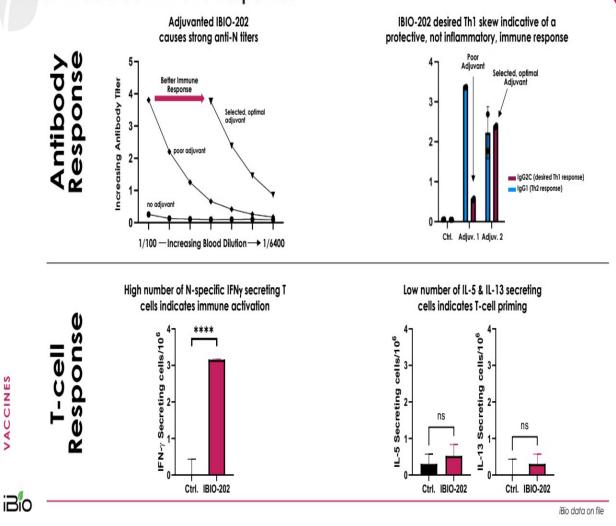
iBio

The antigen is produced in our rapidly scalable FastPharming System



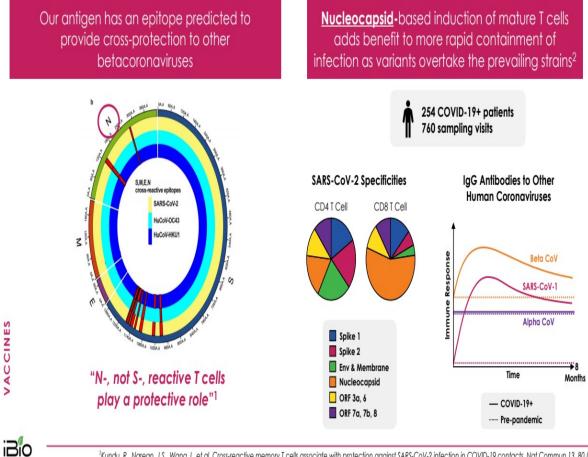
¹ Dai, L. & Gao, G. F. Viral targets for vaccines against COVID-19. Nature Reviews Immunology 21, 73-82 (2021); ² Fielding CA, et.al., ADNKA overcomes SARS-CoV2-mediated NK cell inhibition through non-spike antibodies. bioRxiv, (April 2021)

IBIO-202 Preclinical Data Shows Potential for Protective Humoral & Cell-mediated Immune Responses



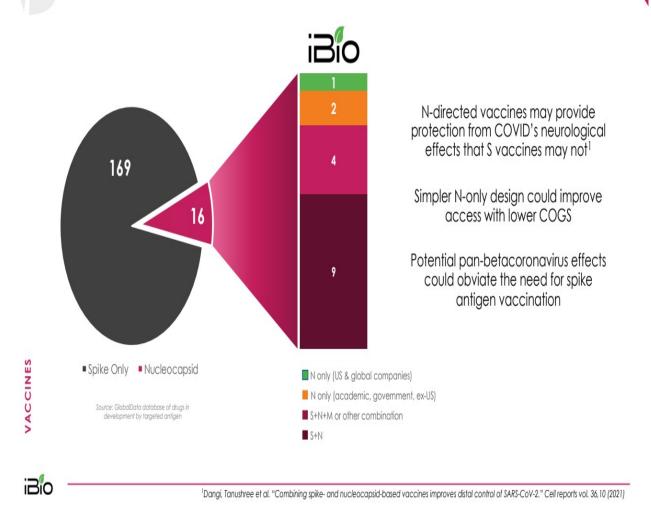
Emerging Studies Reinforce Value of IBIO-202's Design

Potential for a pan-betacoronavirus vaccine strengthening



¹Kundu, R., Narean, J.S., Wang, L. et al. Cross-reactive memory T cells associate with protection against SARS-CoV-2 infection in COVID-19 contacts. Nat Commun 13, 80 (2022) ²Cohen, et al. Cell Reports Medicine. July 2021

IBIO-202 Appears Differentiated in a Crowded Field







Classical Swine Fever

Classical Swine Fever [CSF] is a Significant World-Wide Economic Burden and Puts Major Export Markets at Risk

Vaccination control programs are essential to manage outbreaks and regain trade status

- CSF is a priority agricultural biothreat
- CSF poses a risk to \$7.0B US swine exports
- Only 38 countries are currently CSF-free
- No vaccines are approved in the US (only for emergency use)
- Current emergency use CSF vaccines
 have drawbacks
- Members and zones recognized as the from CSF Suspension of CSF free status Counties and zones without an DIE official status for CSF ODIE 2021
- o Modified live vaccines do not facilitate international trade
- o Recombinant vaccines are expensive

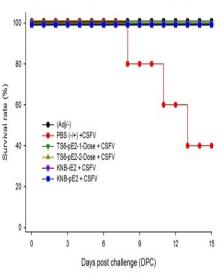
https://www.oie.int/en/disease/classical-swine-fever/#ui-id-2



IBIO-400 Offers Potential Benefits Over Current Alternatives

- Provides single-dose protection against CSF
- · Is a low-cost alternative to current recombinant vaccines
- Supports important trade requirements, unlike live virus vaccines
- Potential to be the first CSF vaccine fully licensed by USDA

A single dose of IBIO-400 provides protection for pigs



CSF Virus IBIO-400: E2 protein subunit vaccine iBio

VACCINES





In Summary

Our Leadership Team Brings Drug Development & Bioprocessing Experience



Strong and Growing IP Estate Provides Exclusivity for iBio's Pipeline



Patent Protection Includes:

- IP for iBio's pipeline products and vaccines
- IP related to the FastPharming Protein Expression System®
- Elements of *Glycaneering* Technology Platform[™] for advanced glycosylation controls in plants, including afucosylation for Antibody-Dependent Cellular Cytotoxicity [ADCC]

Continuing to Aggressively Defend our Intellectual Property

• Settled iBio v. Fraunhofer USA for \$28M in May 2021

iBio

Financial Overview

- Publicly traded (NYSEA: IBIO) since Jan 2008
- Approximately \$57.4M in cash and cash equivalents plus investments in debt securities, excluding \$5.9M of restricted cash (31 Dec 2021)
- Approximately 218.0M common shares & 17M options, restricted stock units and warrants outstanding (31 Dec 2021)
- Texas Manufacturing Facility

iBio

- Purchased in Nov 2021 with approximately \$22.4M debt (secured by the facility), \$6M in cash, and 1.3M warrants
- Evaluating sale-leaseback to extinguish the debt and recover cash
- Current cash provides runway through Sept 30, 2023



Upcoming Milestones

iBío

Human Health

Completion of lead optimization	IND-Enabling Study Initiation
IND-enabling study initiation (mid 2022)	IND
IND-enabling study initiation	IND (est. Dec 2022)
Announce lead for 1 program	2-4 leads and targets announced
	Animal Heal
Next Milestone	Subsequent Key Milestone
Oral immunogenicity study results	USDA Manufacturing Clearance
	CDMO Service
Next Milestone	Subsequent Key Milestone
Comparability v. Mammalian for IBIO-101	Validating 3rd Party Contracts
	Announce lead for 1 program Next Milestone Oral immunogenicity study results Next Milestone

iBio: Leveraging Capabilities to Create Shareholder Value

iBio

