
**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

September 12, 2025
Date of Report (Date of earliest event reported)

Biodesix, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39659
(Commission
File No.)

20-3986492
(IRS Employer
Identification No.)

919 West Dillon Rd.
Louisville, CO
(Address of principal executive offices)

80027
(Zip Code)

Registrant's telephone number, including area code: (303) 417-0500

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 (see General Instruction A.2. below):

- ☐ 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))

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	BDSX	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 3.03. Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.*Reverse Split Amendment*

On September 15, 2025, Biodesix, Inc., a Delaware corporation (the “Company”), effected a one-for-twenty reverse stock split (“Reverse Stock Split”) of the Company’s common stock, par value \$0.001 (the “Common Stock”). As previously disclosed, at its annual meeting of stockholders held on May 20, 2025, the stockholders of the Company approved a proposal to authorize the Company’s Board of Directors (the “Board”) to amend the Company’s Amended and Restated Certificate of Incorporation (the “Charter”) to authorize the Board to effect the Reverse Stock Split at a ratio between 1:2 to 1:20 shares of Common Stock (the “Split Ratio Range”), inclusive, with the final determination of a ratio within the Split Ratio Range to be approved by the Board following stockholder approval. On September 4, 2025, the Board approved the Reverse Stock Split at a ratio of one-for-twenty. Following such approval, the Company filed an amendment to its Charter (the “Reverse Split Amendment”) with the Secretary of State of the State of Delaware (the “Delaware Secretary of State”) to effect the Reverse Stock Split, with an effective time of 12:01 a.m. Eastern Time on September 15, 2025. On September 15, 2025, the Common Stock began trading on a split-adjusted basis under a new CUSIP number, 09075X207.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to a fractional share of Common Stock are instead entitled to a check representing the cash value equal to the fraction to which the stockholder would otherwise be entitled, multiplied by the closing price of the Common Stock, as reported by Nasdaq, on the last trading day prior to the effective date of the Reverse Stock Split.

Certificate of Elimination

On September 12, 2025, Company filed a Certificate of Elimination of the Series A Non-Voting Convertible Preferred Stock (the “Certificate of Elimination”) with the Delaware Secretary of State effecting the elimination of all provisions of the Certificate of Designations previously filed by the Company with the Delaware Secretary of State on April 8, 2024 related to a series of preferred stock designated as Series A Non-Voting Convertible Preferred Stock. The Certificate of Elimination was effective upon filing with the Delaware Secretary of State on September 12, 2025.

The foregoing descriptions of the Reverse Split Amendment and the Certificate of Elimination do not purport to be complete and are qualified in their entirety by the full text of the Reverse Split Amendment and the Certificate of Elimination, copies of which are filed as Exhibit 3.1 and Exhibit 3.2, respectively, to this Current Report on Form 8-K and are incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Biodesix, Inc.
3.2	Certificate of Elimination of the Series A Non-Voting Convertible Preferred Stock of Biodesix, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Dated: September 15, 2025

BIODESIX, INC.

By: /s/ Robin Harper Cowie

Name: Robin Harper Cowie

Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
BIODESIX, INC.**

Biodesix, Inc., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), hereby certifies as follows:

FIRST: The name of the Corporation is Biodesix, Inc. The Corporation was originally incorporated under the name Elston Technologies, Inc. The Corporation’s original certificate of incorporation was filed with the office of the Secretary of State of the State of Delaware on December 23, 2005, and amended and restated on October 30, 2020 (as amended and restated, the “Certificate of Incorporation”).

SECOND: This amendment to the Certificate of Incorporation has been duly authorized by the directors and the requisite stockholders of the Corporation in accordance with the provisions of Sections 228 and 242 of the Delaware General Corporation Law.

THIRD: The Certificate of Incorporation is hereby amended in the form set forth in the following resolution:

RESOLVED: The Certificate of Incorporation is hereby amended to include a new Section 4.5 in Article IV as follows:

4.5 Reverse Stock Split. Upon the filing and effectiveness of this Certificate of Amendment of the Certificate of Incorporation with the Secretary of State of the State of Delaware, each twenty (20) shares of Common Stock either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time (as defined below) shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock without increasing or decreasing the par value of each share (the “Reverse Stock Split”).

No fractional interest in a share of Common Stock shall be deliverable upon the Reverse Stock Split. All shares of Common Stock (including fractions thereof) issuable upon the Reverse Stock Split held by a holder prior to the Reverse Stock Split shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of any fractional share. Any fractional share resulting from such aggregation upon the Reverse Stock Split shall be rounded down to the nearest whole number. Each holder who would otherwise be entitled to a fraction of a share of Common Stock upon the Reverse Stock Split (after aggregating all fractions of a share to which such stockholder would otherwise be entitled) shall, in lieu thereof, be entitled to receive a cash payment (without interest) in an amount equal to the fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Corporation’s Common Stock as reported by The Nasdaq Stock Market LLC on the last trading day prior to the effective date of the Reverse Stock Split (as adjusted to give effect to the Reverse Stock Split). The Corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the Reverse Stock Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Stock Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates.

FOURTH: The Certificate of Amendment of the Certificate of Incorporation so adopted reads in full as set forth above and is hereby incorporated herein by this reference. All other provisions of the Certificate of Incorporation remain in full force and effect.

FIFTH: The foregoing amendment shall be effective as of 12:01 a.m., Eastern Time, on September 15, 2025 (the “Effective Time”).

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed on this 12th day of September, 2025.

BIODESIX, INC.

By: /s/ Robin Harper Cowie
Name: Robin Harper Cowie
Title: Chief Financial Officer

**CERTIFICATE OF ELIMINATION
OF THE
SERIES A NON-VOTING CONVERTIBLE PREFERRED STOCK
OF
BIODESIX, INC.**

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware

Biodesix, Inc., a Delaware corporation (the “**Corporation**”), does hereby certify as follows:

1. Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware (the “**DGCL**”) and the authority conferred upon the Board of Directors of the Corporation (the “**Board**”) in accordance with the Corporation’s Restated Certificate of Incorporation, as amended, and the Corporation’s Amended and Restated Bylaws, the Board adopted the following resolutions respecting the Corporation’s Series A Non-Voting Convertible Preferred Stock, which resolutions have not been amended or rescinded:

WHEREAS, effective April 3, 2024, the Board authorized the issuance of a series of 760,857 shares of Series A Non-Voting Convertible Preferred Stock, par value \$0.001 per share (the “**Series A Preferred Stock**”); and

WHEREAS, the Board deems it advisable and in the best interest of the Corporation and its stockholders to eliminate the Series A Preferred Stock.

NOW, THEREFORE, BE IT RESOLVED, that none of the authorized shares of Series A Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designation of Preferences, Rights and Limitations of Series A Non-Voting Convertible Preferred Stock previously filed with the Secretary of State of the State of Delaware with respect to such Series A Preferred Stock (the “**Certificate of Designation**”);

RESOLVED FURTHER, that each of the officers of the Corporation be, and each of them individually hereby is, authorized and directed to take any and all actions as such officers deem necessary and appropriate to eliminate such Series A Preferred Stock, including to execute and file, or cause to be executed and filed, a Certificate of Elimination of the Series A Preferred Stock (the “**Certificate of Elimination**”) with the Secretary of State of the State of Delaware; and

RESOLVED FURTHER, that when the Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Restated Certificate of Incorporation of the Corporation, as amended, all matters set forth in the Certificate of Designation with respect to such Series A Preferred Stock, and all of the shares that were designated as Series A Preferred Stock shall be returned to the status of preferred shares of the Corporation, without designation as to series.

2. This Certificate of Elimination shall be effective as of September 12, 2025 (the “**Effective Date**”).
3. In accordance with Section 151(g) of the DGCL, effective as of the Effective Date, all matters set forth in the Certificate of Designation with respect to the Series A Preferred Stock, previously filed with the Secretary of State of the State of Delaware on April 8, 2024, are hereby eliminated.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer this 12th day of September, 2025.

BIODESIX, INC.

/s/ Robin Harper Cowie

Robin Harper Cowie
Chief Financial Officer