

**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 9, 2022

VIGIL NEUROSCIENCE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41200
(Commission
File Number)

85-1880494
(I.R.S. Employer
Identification No.)

Vigil Neuroscience, Inc.
1 Broadway, 7th Floor, Suite 07-300
Cambridge, Massachusetts, 02142
(Address of principal executive offices, including zip code)

(857) 254-4445
(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 | Trade Symbol(s) | Name of each exchange on which registered |
|--|--------------------|--|
| Common Stock, \$0.0001 par value per share | VIGL | 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.

Vigil Neuroscience, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”) on June 9, 2022. As of April 11, 2022, the record date for the Annual Meeting, there were 28,266,815 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. The Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on April 28, 2022: (i) to elect each of Shaan Gandhi, MD, PhD. and Gerhard Koenig, PhD. as a Class I member of the board of directors, to serve until the Company’s 2025 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified (“Proposal 1”) and (ii) to ratify the selection of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022 (“Proposal 2”).

The Company’s stockholders approved the Class I director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company’s stockholders voted for the Class I directors as follows:

| Class I Director Nominee | For | Withheld | Broker Non-Votes |
|---------------------------------|------------|-----------------|-------------------------|
| Shaan Gandhi, MD, PhD. | 24,825,085 | 256,436 | 521,570 |
| Gerhard Koenig, PhD. | 24,818,466 | 263,055 | 521,570 |

The Company’s stockholders approved Proposal 2. The votes cast at the Annual Meeting were as follows:

| For | Against | Abstain |
|------------|----------------|----------------|
| 25,600,749 | 2,304 | 38 |

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

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.

Vigil Neuroscience, Inc.

Date: June 10, 2022

By: /s/ Ivana Magovčević-Liebisch
Ivana Magovčević-Liebisch
President and Chief Executive Officer