

UNITED STATES  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K/A**  
**(Amendment No. 1)**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 31, 2024

**Entera Bio Ltd.**

(Exact Name of Registrant as Specified in Its Charter)

Israel  
(State or other jurisdiction  
of incorporation)

001-38556  
(Commission File Number)

Not Applicable  
(I.R.S. Employer  
Identification)

KIRYAT HADASSAH, MINRAV BUILDING – FIFTH FLOOR, JERUSALEM, Israel 9112002

(Address of principal executive offices) (Zip Code)

+972-2-532-7151

(Registrant's Telephone Number, Including Area Code)

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Ordinary Shares, par value of NIS 0.0000769	ENTX	Nasdaq Capital 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.

## **Explanatory Note**

This Current Report on Form 8-K/A (this "Amendment") is being filed as an amendment to the Current Report on Form 8-K filed by Entera Bio Ltd., a company organized under the laws of the State of Israel (the "Company"), with the Securities and Exchange Commission on August 2, 2024 (the "Original 8-K"). The purpose of this Amendment is to update the disclosure under "Item 5.07 Submission of Matters to a Vote of Security Holders" of the Original 8-K to provide information regarding the determination of the Board of Directors of the Company (the "Board") as to how frequently the Company will conduct future stockholder advisory votes on the compensation of the Company's named executive officers. No other changes are being made to the Original 8-K.

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

#### **Say-On-Frequency Determination**

As previously reported, at the Annual Meeting of Shareholders of the Company held on July 31, 2024 (the "Annual Meeting"), the Company's shareholders voted on, among other matters, a non-binding advisory vote regarding the frequency of future stockholder non-binding advisory votes on the compensation of the Company's named executive officers. The frequency of one year received the highest number of votes cast by shareholders at the Annual Meeting. Based on these advisory vote results, the Board has determined that the Company will hold a shareholder non-binding advisory vote on executive compensation every year until the Board otherwise determines that a different frequency for such non-binding, advisory votes is in the best interest of the Company or until the next required vote on the frequency of such votes.

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**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.

ENTERA BIO LTD.

Date: December 20, 2024

By: /s/ Miranda Toledano  
Name: Miranda Toledano  
Title: Chief Executive Officer

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