

**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 6, 2023**

**DAY ONE BIOPHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40431**  
(Commission  
File Number)

**83-2415215**  
(IRS Employer  
Identification No.)

**2000 Sierra Point Parkway, Suite 501**  
**Brisbane, California**  
(Address of principal executive offices)

**94005**  
(Zip Code)

**Registrant's telephone number, including area code: (650) 484-0899**

**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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.0001 per share	DAWN	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.

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**Item 8.01. Other Events.**

On June 6, 2023, Day One Biopharmaceuticals, Inc. (the “Company”) announced the commencement of a proposed underwritten public offering of its common stock.

On June 6, 2023, the Company delivered written notice to Piper Sandler & Co. and JonesTrading Institutional Services LLC, as sales agents (together, the “Agents”), that the Company is suspending and terminating the prospectus related to the Company’s common stock (the “ATM Prospectus”) issuable pursuant to the terms of the Equity Distribution Agreement, dated June 1, 2022, by and between the Company and the Agents (the “Equity Distribution Agreement”). As a result, the Company will not make any sales of its securities pursuant to the Equity Distribution Agreement, unless and until a new prospectus, prospectus supplement or a new registration statement is filed. Other than the termination of the ATM Prospectus, the Equity Distribution Agreement remains in full force and effect. A copy of the Equity Distribution Agreement was filed as Exhibit 1.2 to the Company’s Registration Statement on Form S-3 filed with the Securities and Exchange Commission on June 1, 2022.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**DAY ONE BIOPHARMACEUTICALS, INC.**

Date: June 6, 2023

By: /s/ Charles N. York II, M.B.A.  
Charles N. York II, M.B.A.  
Chief Operating Officer and Chief Financial Officer