

**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 17, 2020**

**PREVAIL THERAPEUTICS INC.**  
(Exact name of registrant as specified in its charter)

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

**001-38939**  
(Commission  
File Number)

**82-2129632**  
(IRS Employer  
Identification No.)

**430 East 29th Street, Suite 1520**  
**New York, New York**  
(Address of principal executive offices)

**10016**  
(Zip Code)

**Registrant's telephone number, including area code: (917) 336-9310**

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.):

- 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>
<b>Common stock, par value \$0.0001 per share</b>	<b>PRVL</b>	<b>The Nasdaq Stock Market LLC</b>

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.**

On June 17, 2020, Prevail Therapeutics Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on the two proposals set forth below. A more detailed description of each proposal is set forth in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 27, 2020.

**Proposal 1 – Election of Directors**

Asa Abeliovich, M.D., Ph.D., Carl Gordon, Ph.D., CFA and Morgan Sheng, M.B.B.S., Ph.D., FRS were each elected to serve as a director of the Company’s Board of Directors until the 2023 Annual Meeting of Stockholders and until his successor is duly elected or until his earlier resignation or removal, by the following votes:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Asa Abeliovich, M.D., Ph.D.	26,071,989	743,592	854,844
Carl Gordon, Ph.D., CFA	25,258,533	1,557,048	854,844
Morgan Sheng, M.B.B.S., Ph.D., FRS	26,630,286	185,295	854,844

**Proposal 2 – Ratification of the Selection of Independent Registered Public Accounting Firm**

The stockholders ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2020, by the following votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstain</u>
27,531,055	3,155	136,215

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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.

**PREVAIL THERAPEUTICS INC.**

By: /s/ Brett Kaplan, M.D.  
Brett Kaplan, M.D.  
Chief Financial Officer

Date: June 17, 2020