

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

**FORM 10-K/A
(Amendment No. 1)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2022

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-04321

ANGION BIOMEDICA CORP
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

7-57 Wells Avenue, Newton, Massachusetts
(Address of Principal Executive Offices)

11-3430072

(I.R.S. Employer Identification No.)

02459
(Zip Code)

(857) 336-4001

Registrant's telephone number, including area code

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

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|---|
| Common Stock, par value \$0.01 | ANGN | The Nasdaq Global Select Market |

Securities registered pursuant to section 12(g) of the Act: None.

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input checked="" type="checkbox"/> |

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the Registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the Registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting stock and non-voting common stock held by non-affiliates of the registrant, based on the closing price of a share of the registrant's common stock on June 30, 2022 as reported by the Nasdaq Global Select Market on such date, was approximately \$34.3 million. Shares of common stock held by each executive officer and director and by each entity affiliated with an executive officer or and director have been excluded from this computation. The determination of affiliate status for this purpose is not necessarily a conclusive determination for other purposes.

The number of shares of the issuer's common stock outstanding as of March 15, 2023, was 30,114,190.

DOCUMENTS INCORPORATED BY REFERENCE

None.

Auditor Name: Moss Adams LLP

Auditor Location: Seattle, Washington

PCAOB ID: 659

Explanatory Note

Angion Biomedica Corp. filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (the "Form 10-K") with the U.S. Securities and Exchange Commission (the "SEC") on March 17, 2023. Angion is filing this Amendment No. 1 on Form 10-K/A (the "Form 10-K/A") solely for the purpose of refiling Exhibit 32.2 thereto to correct a typographical error in that exhibit, which inadvertently referenced the period of the Form 10-K as being for the fiscal year 2021 instead of 2022. Accordingly, in addition to required changes to the cover page, this Form 10-K/A also amends and restates Part IV, Item 15 of the Form 10-K in its entirety to add (a) the corrected Exhibit 32.2 certification, and (b) new certifications by our principal executive officer and principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 as Exhibits 31.3 and 31.4 with respect to this Form 10-K/A.

Except as expressly noted in this Form 10-K/A, this Form 10-K/A does not reflect events occurring after the original filing of the Form 10-K or modify or update in any way any of the other disclosures contained in the Form 10-K including, without limitation, the consolidated financial statements. Accordingly, this Form 10-K/A should be read in conjunction with the Form 10-K and Angion's other filings with the SEC.

Part IV

Item 15. Exhibits and Financial Statement Schedules

(a) Financial Statements: See “Index to Consolidated Financial Statements” in Part II, Item 8 of this Annual Report on Form 10-K

(b) Exhibits.

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Filed Herewith |
|----------------|---|---------------------------|-----------|---------|----------------|
| | | Form | Date | Number | |
| 2.1 | Agreement and Plan of Merger and Reorganization, dated January 17, 2023, by and among Angion Biomedica Corp., Arkham Merger Sub, Inc. and Elicio Therapeutics, Inc. | 8-K | 1/17/2023 | 2.1 | |
| 3.1 | Amended and Restated Certificate of Incorporation | 8-K | 2/9/2021 | 3.1 | |
| 3.2 | Amended and Restated Bylaws | 8-K | 2/9/2021 | 3.2 | |
| 4.1 | Reference is made to exhibits 3.1 through 3.2. | | | | |
| 4.2 | Form of Common Stock Certificate. | S-1/A | 2/1/2021 | 4.2 | |
| 4.3 | Form of Warrant to Purchase Common Stock. | S-1 | 1/15/2021 | 4.3 | |
| 4.4 | Amended and Restated Registration Rights Agreement, dated as of March 31, 2020, by and among Angion Biomedica Corp. and the investors party thereto. | S-1 | 1/15/2021 | 4.6 | |
| 4.5 | Description of Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934. | 10K | 3/30/2022 | 4.5 | |
| 10.1 | Agreement of Lease, dated June 21, 2011, by and between Angion Biomedica Corp. and NovaPark LLC, as amended. | S-1 | 1/15/2021 | 10.1 | |
| 10.2† | License Agreement, dated November 6, 2020, by and between Angion Biomedica Corp. and Vifor (International) Ltd. | S-1 | 1/15/2021 | 10.4 | |
| 10.2(a)† | Amendment – First Amendment dated July 1, 2021 to Licensing Agreement, dated November 6, 2020, by and between Angion Biomedica Corp. and Vifor (International) Ltd. | 10K | 3/30/2022 | 10.2(a) | |
| 10.3(a)# | Second Amended and Restated 2015 Equity Incentive Plan. | S-1 | 1/15/2021 | 10.5(a) | |
| 10.3(b)# | Form of Incentive Stock Option Grant under 2015 Equity Incentive Plan. | S-1 | 1/15/2021 | 10.5(b) | |
| 10.3(c)# | Form of Non-Qualified Stock Option Grant under 2015 Equity Incentive Plan. | S-1 | 1/15/2021 | 10.5(c) | |
| 10.3(d)# | Form of Stock Option Exercise under 2015 Equity Incentive Plan. | S-1 | 1/15/2021 | 10.5(d) | |
| 10.4(a)# | 2021 Incentive Award Plan. | S-1/A | 2/1/2021 | 10.6(a) | |
| 10.4(b)# | Form of Stock Option Grant Notice and Stock Option Agreement under the 2021 Incentive Award Plan. | S-1/A | 2/1/2021 | 10.6(b) | |
| 10.4(c)# | Form of Restricted Stock Award Grant Notice and Restricted Stock Award Agreement under the 2021 Incentive Award Plan. | S-1/A | 2/1/2021 | 10.6(c) | |
| 10.4(d)# | Form of Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement under the 2021 Incentive Award Plan. | S-1/A | 2/1/2021 | 10.6(d) | |
| 10.5# | 2021 Employee Stock Purchase Plan. | S-1/A | 2/1/2021 | 10.7 | |
| 10.6# | Amended and Restated Employment Agreement, dated March 29, 2019, by and between Angion Biomedica Corp. and Jay R. Venkatesan. | S-1 | 1/15/2021 | 10.8 | |
| 10.7# | Executive Employment Agreement, dated May 1, 2018, by and between Angion Biomedica Corp. and Itzhak D. Goldberg. | S-1 | 1/15/2021 | 10.9 | |
| 10.7(a) | Separation Agreement, dated February 25, 2022, by and between Angion Biomedica Corp. and Itzhak D. Goldberg | 10-K | 3/30/2022 | 10.7(a) | |
| 10.8(b) | Separation Agreement, dated March 1, 2022, by and between Angion Biomedica Corp. and Elisha Goldberg | 10-K | 3/30/2022 | 10.8(b) | |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Filed Herewith |
|-------------------|--|---------------------------|-----------|-----------|----------------|
| | | Form | Date | Number | |
| 10.9# | Executive Employment Agreement, dated December 17, 2018, by and between Angion Biomedica Corp. and John F. Neylan. | S-1 | 1/15/2021 | 10.10 | |
| 10.10# | Offer Letter, dated November 27, 2019, as amended, by and between Angion Biomedica Corp. and Jennifer J. Rhodes. | S-1 | 1/15/2021 | 10.11 | |
| 10.11# | Consulting Agreement, dated June 3, 2020, as amended, by and between Angion Biomedica Corp. and Gregory S. Curhan. | S-1 | 1/15/2021 | 10.12 | |
| 10.11(a)# | First Amendment dated September 9, 2022 to Consulting Agreement, dated June 3, 2020, as amended, by and between Angion Biomedica Corp. and Gregory S. Curhan. | 10-K | 3/30/2022 | 10.11(a) | |
| 10.11(b)# | Second Amendment dated December 1, 2021 to Consulting Agreement, dated June 3, 2020, as amended, by and between Angion Biomedica Corp. and Gregory S. Curhan. | 10-K | 3/30/2022 | 10.11(b) | |
| 10.11(c)# | Third Amendment dated March 17, 2022 to Consulting Agreement, dated June 3, 2020, as amended, by and between Angion Biomedica Corp. and Gregory S. Curhan. | 10-K | 3/30/2022 | 10.11(c) | |
| 10.12# | Non-Employee Director Compensation Program. | 10-K | 3/30/2022 | 10.12 | |
| 10.13 | Form of Indemnification and Advancement Agreement for directors and officers. | S-1 | 1/15/2021 | 10.14 | |
| 10.14# | Amended and Restated Executive Separation Benefits Plan dated November 19, 2021. | 10-K | 3/30/2022 | 10.14 | |
| 10.15# | Supply Agreement, dated December 10, 2021, by and between Angion Biomedica Corp. and Solara Active Pharma Sciences, Ltd. | 10-K | 3/30/2022 | 10.15 | |
| 10.16# | Angion Biomedica Corp. Retention Bonus Plan | S-4 | 2/13/2023 | 10.23 | |
| 10.17# | License Agreement dated November 15, 2013, as amended, by and between Angion Biomedica Corp. and Ohr Cosmetics LLC. | | | | X |
| 10.17(a)# | First Amendment dated February 5, 2023 to License Agreement dated November 15, 2013, by and between Angion Biomedica Corp. and Ohr Cosmetics LLC. | | | | X |
| 10.18# | Surrender Agreement dated March 9, 2023, by and between Angion Biomedica Corp. and Novapark LLC | | | | X |
| 10.19# | Membership Redemption Interest Agreement dated March 9, 2023, by and between Angion Biomedica Corp. and Novapark LLC | | | | X |
| 2015 | Stock Purchase Agreement, dated February 4, 2021, by and among Angion Biomedica Corp. and the purchasers named therein. | 8-K | 2/09/2021 | 10.1 | |
| 2016# | 2022 Compensation Decisions with Executive Officers | 8-K | 3/04/2022 | Item 5.02 | |
| 21.1 | Subsidiaries of the registrant. | S-1 | 1/15/2021 | 21.1 | |
| 23.1 | Consent of independent registered public accounting firm. | | | | X |
| 24.1 | Power of Attorney (reference is made to the signature page hereto). | | | | X |
| 31.1 | Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | | | | X |
| 31.2 | Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. | | | | X |
| 31.3 | Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 with respect to this Form 10-K/A. | | | | X |
| 31.4 | Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 with respect to this Form 10-K/A. | | | | X |
| 32.1 [^] | Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | X |
| 32.2 [^] | Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. | | | | X |

| Exhibit Number | Exhibit Description | Incorporated by Reference | | | Filed Herewith |
|-------------------|---|------------------------------|------|--------|-------------------|
| | | Form | Date | Number | |
| 101.INS | Inline XBRL Instance Document | | | | X |
| 101.SCH | Inline XBRL Taxonomy Extension Schema Document | | | | X |
| 101.CAL | Inline XBRL Taxonomy Extension Calculation Linkbase Document | | | | X |
| 101.DEF | Inline XBRL Taxonomy Extension Definition Linkbase Document | | | | X |
| 101.LAB | Inline XBRL Taxonomy Extension Label Linkbase Document | | | | X |
| 101.PRE | Inline XBRL Taxonomy Extension Presentation Linkbase Document | | | | X |
| 104 | Cover Page Interactive Data File | | | | X |

† Portions of this exhibit have been omitted in accordance with Item 601(b)(10) of Regulation S-K.

Indicates management contract or compensatory plan.

^ The certification that accompanies the Annual Report on Form 10-K pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, is not deemed "filed" by the Registrant for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

X Refers to the Form 10-K filed March 17, 2023, other than with respect to Exhibits 31.3 and 31.4, which are with respect to this Form 10-K/A, and Exhibit 32.2, which replaces Exhibit 32.2 in the Form 10-K filed March 17, 2023.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: April 28, 2023

ANGION BIOMEDICA CORP.

By: _____ /s/ JAY R. VENKATESAN, M.D.
Jay R. Venkatesan, M.D.
*President and Chief Executive Officer and Chairman
(Duly Authorized Officer and Principal Executive Officer)*

**CERTIFICATION OF PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Gregory S. Curhan, certify that:

1. I have reviewed this Amendment No. 1 to Form 10-K on Form 10-K/A of Angion Biomedica Corp.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

ANGION BIOMEDICA CORP.

By: _____ /s/ Gregory S. Curhan
Gregory S. Curhan
Chief Financial Officer (Principal Financial and Accounting
Officer)

Date: April 28, 2023

**CERTIFICATIONS PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002
(18 U.S.C. SECTION 1350)**

The undersigned officers of Angion Biomedica Corp. (the Company) certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Annual Report on Form 10-K of the Company for the period ended December 31, 2022 (the Annual Report), as filed with the Securities and Exchange Commission on March 17, 2023, fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and
2. The information contained in this Annual Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: April 28, 2023

By: /s/ Gregory S. Curhan
Gregory S. Curhan
Chief Financial Officer
(Principal Financial and Accounting Officer)