
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):

March 19, 2014

Mast Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-32157

84-1318182

(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

12390 El Camino Real, Suite 150, San Diego,
California

92130

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

858-552-0866

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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 19, 2014, the Board of Directors of Mast Therapeutics, Inc. (the "Company") approved an amendment to the Company's Amended and Restated Bylaws, which, effective as of March 19, 2014, added a new Article X to select the Court of Chancery of the State of Delaware as the sole and exclusive forum for: (i) any derivative action brought on behalf of the Company, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Company to the Company or its stockholders, (iii) any action asserting a claim arising pursuant to any provision of the General Corporation Law of the State of Delaware or the Company's certificate of incorporation or bylaws, and (iv) any action asserting a claim governed by the internal affairs doctrine, in each case unless the Company consents in writing to the selection of an alternative forum.

The foregoing description does not purport to be complete and is qualified in its entirety by reference to the full text of the amendment to the Company's bylaws, a copy of which is attached as Exhibit 3.1 to this Current Report and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The list of exhibits called for by this Item is incorporated by reference to the Exhibit Index filed with this report.

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.

Mast Therapeutics, Inc.

March 21, 2014

By: */s/ Patrick L. Keran*

Name: Patrick L. Keran

Title: President and Chief Operating Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of the Amended and Restated Bylaws of Mast Therapeutics, Inc.

**CERTIFICATE OF AMENDMENT
OF THE
AMENDED AND RESTATED BYLAWS
OF
MAST THERAPEUTICS, INC.
(a Delaware corporation)**

The undersigned hereby certifies that:

1. I am now and at all times herein mentioned have been the duly elected, qualified and acting Secretary of Mast Therapeutics, Inc., a Delaware corporation (the "Company").

2. By resolutions duly adopted by the Board of Directors of the Company at a meeting held on March 19, 2014, the Amended and Restated Bylaws of the Company were amended to add a new Article X, which is, in its entirety, as follows:

**ARTICLE X
FORUM FOR ADJUDICATION OF DISPUTES**

Unless the corporation consents in writing to the selection of an alternative forum, the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim against the corporation arising pursuant to any provision of the General Corporation Law of the State of Delaware or the Certificate of Incorporation of the corporation or these Bylaws (as either may be amended from time to time), or (iv) any action asserting a claim against the corporation or any director, officer or other employee of the corporation governed by the internal affairs doctrine shall be the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, another state court located within the State of Delaware or the federal district court for the District of Delaware), in each case subject to said court's having personal jurisdiction over the indispensable parties named as defendants. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the corporation shall be deemed to have notice of and consented to the provisions of this Article X.

3. The aforementioned resolutions have not been modified or rescinded and are, at the date of this Certificate of Amendment, in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment effective as of March 20, 2014.

By: /s/ Patrick L. Keran
 Patrick L. Keran
 President, Chief Operating Officer and Secretary