

**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): August 06, 2022

Gritstone bio, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38663
(Commission File Number)

47-4859534
(IRS Employer
Identification No.)

5959 Horton Street, Suite 300
Emeryville, California
(Address of Principal Executive Offices)

94608
(Zip Code)

Registrant's Telephone Number, Including Area Code: 510 871-6100

(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:

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

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 10, 2022, Gritstone bio, Inc. (the “Company”) announced the appointment of Lawrence “Larry” Corey, M.D., to the Board of Directors of the Company, effective as of August 12, 2022. Dr. Corey is being appointed to serve as a Class II director with a term expiring at the Company’s 2023 Annual Meeting of Stockholders. In addition, the Company announced the resignation of Richard Heyman, Ph.D., director of the Company since 2015, from the Board. Dr. Heyman notified the Company of his intention to resign from the Board on August 6, 2022, effective as of August 12, 2022. The resignation of Dr. Heyman was not the result of any dispute or disagreement with the Company or the Board on any matter relating to the operations, policies or practices of the Company. Dr. Heyman’s resignation was to focus on other pursuits. In addition, Dr. Heyman has agreed to remain available as a consultant to the Company for a period of at least six months following his resignation from the Board. In connection with the resignation of Dr. Heyman, Dr. Corey was appointed to the Nominating and Corporate Governance Committee of the Board to fill Dr. Heyman’s seat, effective as of August 12, 2022. The Board also decided that Shefali Agarwal, M.D., M.P.H., director of the Company, will serve as Chair of the Compensation Committee of the Board, effective as of August 12, 2022.

As provided in the Company’s Non-Employee Director Compensation Program (as amended, the “Director Compensation Program”), Dr. Corey will receive an annual cash retainer of \$40,000 per year and additional annual retainers for committee service as described in the Company’s Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 28, 2022. Under the Director Compensation Program, upon the effectiveness of his appointment, Dr. Corey will automatically be granted an option to purchase 38,000 shares of the Company’s common stock (the “Initial Option”) pursuant to the Company’s 2018 Incentive Award Plan (as amended from time to time in accordance with its terms, the “Incentive Award Plan”). The Initial Option will vest in substantially equal monthly installments for three years from the date of grant, subject to continued service through each applicable vesting date. The exercise price per share of the Initial Option is equal to the Fair Market Value (as such term is defined in the Incentive Award Plan) of a share of the Company’s common stock determined pursuant to the Incentive Award Plan. Dr. Corey is also expected to enter into the Company’s standard indemnification agreement.

There are no arrangements or understandings between Dr. Corey and any other persons pursuant to which he was selected as a director of the Company. Dr. Corey is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated August 10, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 thereunto duly authorized.

Gritstone bio, Inc.

Date: August 10, 2022

By: /s/ Andrew Allen
Andrew Allen
President and Chief Executive Officer

Gritstone Appoints Dr. Lawrence “Larry” Corey to its Board of Directors

-- Expert in virology, immunology and vaccine development’s appointment effective August 12 --

EMERYVILLE, CALIF. – August 10, 2022 (GLOBE NEWSWIRE) – Gritstone bio, Inc. (Nasdaq: GRTS), a clinical-stage biotechnology company that aims to develop the world’s most potent vaccines, today announced the appointment of Lawrence “Larry” Corey, M.D., to its Board of Directors. An internationally renowned expert in virology, immunology and vaccine development, Dr. Corey is a former President and Director of Fred Hutchinson Cancer Center (“Fred Hutch”), a world-leading institution focused on prevention, diagnosis and treatment of cancer, HIV/AIDS and other diseases. Effective August 12, 2022, Dr. Corey replaces Richard Heyman, Ph.D. who stepped down as a Board Member after more than six years of service.

“We are delighted to have Larry join the Gritstone Board of Directors and look forward to benefiting from his scientific, leadership and organizational expertise during this significant time for the company as we continue extending our proprietary antigen discovery and vaccine delivery platforms to infectious disease and advancing our oncology programs toward later-stage trials,” said Andrew Allen, M.D., Ph.D., Co-founder, President, and Chief Executive Officer of Gritstone. “He will bring a valuable perspective based on his many years of experience, including leading one of the largest research institutes in the country and having directed the discovery and development of several groundbreaking vaccines for viral diseases. I would also like to sincerely thank Rich Heyman for his years of service on Gritstone’s Board of Directors, where he helped us develop and apply our novel platform technologies.”

“We are grateful for the leadership Rich has provided during his tenure including helping set the scientific direction that we continue executing against today. We are thrilled to have Larry join us to help guide continued advancement of Gritstone’s important clinical programs and unique scientific capabilities,” said Dr. Elaine V. Jones, Chair of Gritstone bio’s Board of Directors.

As well as a former President and Director of Fred Hutch, Dr. Corey is a longtime principal investigator of the HIV Vaccine Trials Network (HVTN), the world’s largest publicly funded international collaboration facilitating the evaluation of vaccines to prevent HIV/AIDS, which is headquartered at Fred Hutch. A distinguished expert in the design and testing of vaccines with over 30 years of experience in both therapeutic and prophylactic vaccines against viral diseases, Dr. Corey has pioneered the development of several safe and effective antivirals. In response to the COVID-19 pandemic, he helped design and coordinate a global strategic response, working closely with National Institute of Allergy and Infectious Diseases (NIAID) and other entities to test vaccines within the COVID-19 Prevention Network (CoVPN), a network modeled upon HVTN. In addition to these roles, Dr. Corey is a professor of Medicine and Laboratory Medicine at the University of Washington and member of the Vaccine and Infectious Disease Division, and a scientific advisor and co-founder of Vir Biotechnology. Currently, his research focuses on HIV, HSV and other viral infections, including those associated with cancer.

“I am excited to join Gritstone’s Board of Directors and look forward to participating in their efforts to leverage novel antigen discovery and innovative vectors, including self-amplifying mRNA (samRNA), to drive potent immune responses and develop potentially transformative technologies,” said Dr. Corey. “I look forward to working closely with Gritstone’s team and supporting the company in its quest to improve patient outcomes and eliminate disease.”

Dr. Corey received his B.S. and M.D. from the University of Michigan and his infectious diseases training at the University of Washington. He is a member of the U.S. National Academy of Medicine and the American Association for the Advancement of Science, and was the recipient of the Parran Award for his work in HSV-2, the American Society of Microbiology Cubist Award for his work on antivirals, and the University of Michigan Medical School Distinguished Alumnus Award. He is one of the most highly cited biomedical researchers in the last 20 years and is the author, coauthor, or editor of over 1,000 scientific publications.

About Gritstone

Gritstone bio, Inc. (Nasdaq: GRTS) is a clinical-stage biotechnology company that aims to create the world's most potent vaccines. We leverage our innovative vectors and payloads to train multiple arms of the immune system to attack critical disease targets. Independently and with our collaborators, we are advancing a portfolio of product candidates to treat and prevent viral diseases and solid tumors in pursuit of improving patient outcomes and eliminating disease. www.gritstonebio.com

Gritstone Forward-Looking Statements

This press release contains forward-looking statements, including, but not limited to, statements related to the potential of Gritstone's therapeutic programs; the advancements in the company's ongoing clinical trials; the timing of data announcements related to ongoing clinical trials and the initiation of future clinical trials. Such forward-looking statements involve substantial risks and uncertainties that could cause Gritstone's research and clinical development programs, future results, performance or achievements to differ significantly from those expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the uncertainties inherent in the drug development process, including Gritstone's programs' clinical stage of development, the process of designing and conducting preclinical and clinical trials, the regulatory approval processes, the timing of regulatory filings, the challenges associated with manufacturing drug products, Gritstone's ability to successfully establish, protect and defend its intellectual property and other matters that could affect the sufficiency of existing cash to fund operations. Gritstone undertakes no obligation to update or revise any forward-looking statements. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of the company in general, see Gritstone's most recent Quarterly Report on Form 10-Q filed on August 4, 2022 and any current and periodic reports filed with the Securities and Exchange Commission.

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