

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)
January 25, 2023

KINNATE BIOPHARMA INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-39743
(Commission File Number)

82-4566526
(IRS Employer Identification No.)

103 Montgomery Street, Suite 150
The Presidio of San Francisco
San Francisco, CA 94129
(Address, including zip code, of Registrant's principal executive offices)

(858) 299-4699
(Registrant's telephone number, including area code)

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))

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 \$0.0001 per share	KNTE	NASDAQ

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 January 25, 2023 and effective as of March 1, 2023, the Board of Directors (the “Board”) of Kinnate Biopharma Inc. (the “Company”) appointed Jill DeSimone to the Board. Ms. DeSimone will serve as a Class II director, with a term expiring at the Company’s 2025 annual meeting of the stockholders, and serve as a member of the Audit Committee and Compensation Committee of the Board.

In accordance with the Company’s Outside Director Compensation Policy (the “Director Compensation Policy”), a copy of which was filed as Exhibit 10.14 to the Company’s Registration Statement on Form S-1/A (File No. 333-250086) filed with the SEC on November 30, 2020, Ms. DeSimone is eligible to participate in the Company’s standard compensation arrangements for non-employee directors which consists of cash and equity compensation for service on the Board and, if applicable, committees of the Board. Pursuant to the Director Compensation Policy, Ms. DeSimone is entitled to \$35,000 in annual cash compensation for service on the Board, \$7,500 in annual cash compensation for service on the Audit Committee and \$5,000 in annual cash compensation for service on the Compensation Committee. In addition, in accordance with the Director Compensation Policy, upon her appointment to the Board, Ms. DeSimone will be automatically granted an initial stock option to purchase 40,501 shares of the Company’s common stock under the Company’s 2020 Equity Incentive Plan. One thirty-six (1/36th) of the shares subject to this stock option will vest on a monthly basis beginning on April 1, 2023 and subject to Ms. DeSimone’s continued service through each vesting date in accordance with the Director Compensation Policy.

The Company will enter into its standard form of indemnification agreement with Ms. DeSimone, a copy of which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-250086) filed with the SEC on November 13, 2020.

There is no arrangement or understanding between Ms. DeSimone and any other person pursuant to which Ms. DeSimone was selected as a member of the Board, and Ms. DeSimone is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

A copy of the Company’s press release announcing the appointment of Ms. DeSimone as a director is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 26, 2023.
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 hereunto duly authorized.

KINNATE BIOPHARMA INC.

By: /s/ Nima Farzan

Nima Farzan

President and Chief Executive Officer

Date: January 26, 2023



Kinnate Biopharma Inc. Adds Global Business and Oncology Expertise to Board of Directors with Appointment of Jill DeSimone as Independent Director

SAN FRANCISCO and SAN DIEGO, Calif. – January 26, 2023 – Kinnate Biopharma Inc. (Nasdaq: KNTE) (“Kinnate”), a clinical-stage precision oncology company, today announced that its board of directors has appointed a new independent director, Jill DeSimone, who will join effective March 1, 2023. Ms. DeSimone brings more than forty years of global business expertise in life sciences to Kinnate’s board of directors.

Dean J. Mitchell, chairman of the Kinnate board of directors, commented, “I am honored to welcome Jill to the Kinnate board of directors. She is an ideal fit given her breadth of experience as a global business leader for multi-billion-dollar oncology medicines, strategic leadership in advancing product and portfolio strategy, and importantly her passion to innovate for patients. Her expertise complements the industry and scientific expertise of our other board members and will be invaluable during this transformative time for Kinnate.”

Most recently, Ms. DeSimone served as President of U.S. Oncology at Merck & Co., Inc., where she established the company’s oncology division, growing it from less than \$500 million in annual revenue to \$9 billion in just eight years. She led three key product launches and more than 45 indication launches, including Keytruda®, the fastest growing product in company history. Prior to joining Merck, Ms. DeSimone was Senior Vice President of Global Women’s Health at Teva Pharmaceutical Industries, Ltd., where she built its first global business unit. Ms. DeSimone began her career at Bristol Myers Squibb and held roles of increasing responsibility culminating as the Senior Vice President of U.S. Oncology, a role in which she helped launch the first FDA-approved CTLA-4 immune checkpoint inhibitor, Yervoy®.

Ms. DeSimone currently serves as a board member for Oncternal Therapeutics, an oncology company, Affini-T, an immune cell therapy company, the Florida Cancer Specialists Foundation, a nonprofit organization that delivers non-medical aid for individuals undergoing treatment for cancer, and Praxis Precision Medicines, Inc., a clinical-stage company focused on development of therapies for the central nervous system. She earned a B.S. in pharmacy from Northeastern University and completed a fellowship with the Wharton School of the University of Pennsylvania.

“I am delighted to join the precision oncology and industry thought leaders of the Kinnate board at this important time in the company’s history,” Ms. DeSimone said. “I am drawn to Kinnate because its unique approach to discovering and developing cancer medicines stands out in the current targeted oncology landscape. I welcome the opportunity to work alongside the rest of the board to help Kinnate build on its substantial progress toward helping those battling cancer and supporting them in the next chapter of the company’s growth.”

“On behalf of the Kinnate team, I welcome Jill to the Kinnate board and look forward to working with her to advance the company’s mission. Her impressive background, proven leadership, and deep understanding of the oncology market brings important added experience and value to an already strong and diverse board,” said Nima Farzan, chief executive officer, Kinnate Biopharma Inc.

For more information about the Kinnate board of directors, click [here](#).

About Kinnate Biopharma Inc.

Kinnate Biopharma Inc. is a clinical-stage precision oncology company focused on expanding on the promise of targeted therapies for those battling cancer. The company is developing medicines for known oncogenic drivers where there are no approved targeted drugs and to overcome the limitations of marketed cancer therapies, such as non-responsiveness or acquired and intrinsic resistance. Kinnate has two lead clinical programs being studied in solid tumors with RAF, NRAS and FGFR-driven alterations, and is rapidly progressing a pipeline of additional small molecule drug candidates as part of the Kinnate Discovery Engine. The company is driven by the urgency and knowledge that patients are waiting for new, effective cancer medicines. For more information, visit [Kinnate.com](https://www.kinnate.com) and follow us on [LinkedIn](https://www.linkedin.com/company/kinnate).

Forward Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. These forward-looking statements include, without limitation, statements regarding when Ms. DeSimone will join the Kinnate board of directors and statements by Kinnate's chief executive officer and board members. Words such as "believes," "anticipates," "plans," "expects," "intends," "will," "goal," "potential" and similar expressions are also intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and trends. Such expectations and projections may never materialize or may prove to be incorrect. These forward-looking statements are subject to a number of risks, uncertainties, assumptions and other factors, including risks related to recently transitioning to operating as a clinical-stage biopharmaceutical company with a limited operating history; our ability to raise additional capital to finance our operations; our ability to discover, advance through the preclinical and clinical development of, obtain regulatory approval for and commercialize our product candidates; the novel approach we are taking to discover and develop drugs; our ability to timely file and obtain approval of investigational new drug applications for our planned clinical trials; the potential for any clinical trial results to differ from our preclinical study results; negative impacts of the COVID-19 pandemic on our business, including ongoing and planned clinical trials and preclinical studies; competition in our industry; regulatory developments in the United States and other countries; our ability to attract, hire and retain highly skilled executive officers and employees; difficulties in managing our growth; our ability to protect our intellectual property; reliance on third parties to conduct our ongoing and planned preclinical studies and clinical trials, and to manufacture our product candidates; general economic and market conditions; and other risks. These and other risks, uncertainties, assumptions and other factors are further described under the heading "Risk Factors" in our Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2022 that we have filed with the Securities and Exchange Commission (the "SEC"), as well as in our subsequent filings we make with the SEC. New risk factors emerge from time to time and it is not possible for our management to predict all risk factors, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in, or implied by, any forward-looking statements. Investors should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements. Our forward-looking statements speak only as of the date of this release, and except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason in the future.

Investor & Media Contact:

Priyanka Shah | Priyanka.Shah@kinnate.com | +1-908-447-6134
