

**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): November 15, 2023

PepGen Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41374
(Commission File Number)

85-3819886
(IRS Employer
Identification No.)

321 Harrison Avenue
8th Floor
Boston, Massachusetts
(Address of Principal Executive Offices)

02118
(Zip Code)

Registrant's Telephone Number, Including Area Code: 781 797-0979

(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	PEPG	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 November 10, 2023, the Board of Directors (the “Board”) of PepGen Inc. (“PepGen”) on the recommendation of the Nominating and Corporate Governance Committee of the Board, unanimously appointed Howard Mayer to fill a newly created vacancy on the Board resulting from the expansion of the number of members of the Board from six to seven. Dr. Mayer was appointed as a Class I director of the Company, to serve in such capacity until the annual meeting of the Company’s stockholders in 2026 or until his earlier resignation, death or removal. Dr. Mayer has also been appointed to serve as a member of the Compensation Committee of the Board.

Dr. Mayer served on the board of directors of Invivyd, Inc. (formerly Adagio Therapeutics, Inc.) from August 2020 to June 2022, on the board of directors of Entasis Therapeutics Holdings Inc., a biotechnology company, from August 2019 to July 2022 and on the board of directors of Genocera Biosciences, Inc., a bioscience company, from March 2017 to August 2020. Dr. Mayer has served as the Executive Vice President, Head of Research and Development for Ipsen Biopharmaceuticals, Inc., or Ipsen, a global biopharmaceutical leader, from December 2019 until September 2023. Prior to joining Ipsen, Dr. Mayer served as the Senior Vice President, Chief Medical Officer and Global Head of Research & Development, Neuroscience Division at Shire Pharmaceuticals, Inc., or Shire, a pharmaceutical company, from April 2018 to November 2019 until it was acquired by Takeda Pharmaceutical Company in 2019. Prior to that position, Dr. Mayer served as a Senior Vice President and Head of Global Research and Development at Shire from August 2017 to January 2018, and as a Senior Vice President and Head of Global Clinical Development at Shire from August 2013 to August 2017. Dr. Mayer received a B.A. from the University of Pennsylvania and an M.D. from Albert Einstein College of Medicine.

Dr. Mayer will be compensated for his service as a non-employee director in accordance with the Company’s Non-Employee Director Compensation Policy and will receive an initial option award to purchase 22,686 shares of the Company’s Common Stock, pursuant to the Company’s 2022 Stock Option and Incentive Plan, one-third of which will vest on the first anniversary of Dr. Mayer’s election to the Board, and the remainder will vest ratably in equal monthly installments over the remaining two years, subject to Dr. Mayer’s continued service on the Board. As a non-employee director, Dr. Mayer is also entitled to receive annual cash retainers of \$35,000 for serving as a member of the Board and \$5,000 for serving as a member of the Compensation Committee of the Board.

Dr. Mayer has no family relationship with any of the executive officers or directors of the Company. There are no arrangements or understandings between Dr. Mayer and any other person pursuant to which he was appointed as a director of the Company.

In connection with Dr. Mayer’s election to the Board, Dr. Mayer entered into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.5 to the Company’s Registration Statement on Form S-1 (File No. 333-264335) filed with the Securities and Exchange Commission on May 2, 2022. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Dr. Mayer for some expenses, including attorneys’ fees, judgments, fines, penalties, excise taxes and settlement amounts actually and reasonably incurred by him in any action or proceeding arising out of his service as one of the Company’s directors.

A copy of the Company’s press release announcing the appointment of Dr. Mayer is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated November 15, 2023
104	Cover page interactive data file (embedded within 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.

PEPGEN INC.

Date: November 15, 2023

By: /s/ Noel Donnelly
Noel Donnelly, Chief Financial Officer



PepGen Announces Appointment of Howard Mayer, M.D. to Board of Directors

BOSTON, Nov. 15, 2023 (GLOBE NEWSWIRE) -- PepGen Inc. (Nasdaq: PEPG), a clinical-stage biotechnology company advancing the next generation of oligonucleotide therapies with the goal of transforming the treatment of severe neuromuscular and neurological diseases, today announced the appointment of Howard Mayer, M.D. to the PepGen Board of Directors, effective November 15, 2023.

"We are pleased to welcome Dr. Mayer to the PepGen Board," said James McArthur, Ph.D., President and CEO of PepGen. "His extensive clinical development and regulatory experience across a variety of therapeutic areas, including multiple global regulatory filings and approvals in rare diseases, will be invaluable to PepGen as we create the new generation of genetic therapies for devastating neuromuscular diseases."

Dr. Mayer was most recently Executive Vice President, Head of Research and Development at Ipsen Pharmaceuticals from 2019 until 2023. He was previously Senior Vice President, Chief Medical Officer at Shire Pharmaceuticals. Before joining Shire Pharmaceuticals, Dr. Mayer served as Chief Medical Officer at EMD Serono, a division of Merck KGaA, and held a variety of global roles at Pfizer Inc. and Bristol-Myers Squibb prior to that.

Dr. Mayer obtained his BA from the University of Pennsylvania and his M.D. from Albert Einstein College of Medicine in New York, followed by an internship and residency at Mount Sinai Hospital and an Infectious Diseases fellowship at Harvard Medical School. In both 2011 and 2017, he was recognized by PharmaVoice as one of the 100 Most Inspiring People in the Life Sciences Industry.

"I am honored to join the esteemed Board of Directors at PepGen, a company at the forefront of revolutionizing genetic therapies for neuromuscular diseases," expressed Dr. Mayer. "PepGen's commitment to innovation aligns with my passion for advancing innovative treatments in rare diseases. I am eager to contribute to PepGen's mission to create meaningful impact in the field of genetic medicine, with the goal of making a difference in the lives of those affected by devastating neuromuscular conditions."

About PepGen

PepGen Inc. is a clinical-stage biotechnology company advancing the next-generation of oligonucleotide therapies with the goal of transforming the treatment of severe neuromuscular and neurological diseases. PepGen's Enhanced Delivery Oligonucleotide, or EDO, platform is founded on over a decade of research and development and leverages cell-penetrating peptides to improve the uptake and activity of conjugated oligonucleotide therapeutics. Using these EDO peptides, we are generating a pipeline of oligonucleotide therapeutic candidates that are designed to target the root cause of serious diseases.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. These statements may be identified by words such as



“aims,” “anticipates,” “believes,” “could,” “estimates,” “expects,” “forecasts,” “goal,” “intends,” “may,” “plans,” “possible,” “potential,” “seeks,” “will,” and variations of these words or similar expressions that are intended to identify forward-looking statements. Any such statements in this press release that are not statements of historical fact may be deemed to be forward-looking statements. These forward-looking statements include, without limitation, statements about our clinical and pre-clinical programs, product candidates, our technology, corporate and clinical/pre-clinical strategies, and Dr. Mayer’s expected contributions to business in the future.

Any forward-looking statements in this press release are based on current expectations, estimates and projections only as of the date of this release and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to that we may experience delays or fail to successfully initiate or complete our planned clinical and preclinical programs; our interpretation of clinical and preclinical study results may be incorrect; our product candidates may not be safe and effective; there may be delays in regulatory review, clearance to proceed or approval by regulatory authorities with respect to our programs, changes in regulatory framework that are out of our control; we may not be able to attract and retain key employees and qualified personnel; and we are dependent on third parties for some or all aspects of our product manufacturing, research and preclinical and clinical testing. Additional risks concerning PepGen’s programs and operations are described in our most recent annual report on Form 10-K and quarterly report on Form 10-Q that are filed with the SEC. PepGen explicitly disclaims any obligation to update any forward-looking statements except to the extent required by law.

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