

**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): December 14, 2021

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 December 17, 2021, Gritstone bio, Inc. (the “Company”) announced the appointment of Clare Fisher to the Board of Directors of the Company, effective as of January 1, 2022. Ms. Fisher is being appointed to serve as a Class III director with a term expiring at the Company’s 2024 Annual Meeting of Stockholders. In addition, the Company announced the resignation of Judith Li, director of the Company since 2017, from the Board. Ms. Li notified the Company of her intention to resign from the Board on December 14, 2021, effective as of January 1, 2022. The resignation of Ms. Li 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. Ms. Li’s resignation was to focus on her role as a partner at Lilly Asia Ventures. In connection with the resignation of Ms. Li, Ms. Fisher was appointed to the Nominating and Corporate Governance Committee of the Board to fill Ms. Li’s seat, effective as of January 1, 2022. The Board also decided that Elaine V. Jones, Ph.D., Chair of the Board of Directors of the Company, will serve as Chair of the Nominating and Corporate Governance Committee of the Board, effective as of January 1, 2022.

As provided in the Company’s Non-Employee Director Compensation Program (as amended, the “Director Compensation Program”), Ms. Fisher 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 23, 2021 (the “2021 Proxy Statement”). Under the Director Compensation Program, upon the effectiveness of her appointment, Ms. Fisher 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. Ms. Fisher is also expected to enter into the Company’s standard indemnification agreement.

There are no arrangements or understandings between Ms. Fisher and any other persons pursuant to which she was selected as a director of the Company. Ms. Fisher 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 INDEX

Exhibit No.	Description
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99.1	Press release dated December 17, 2021
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104	Cover Page Interactive Data File (embedded within the Inline XBRL document)
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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: December 17, 2021

By: /s/ Andrew Allen

Andrew Allen

President and Chief Executive Officer

Gritstone Announces Changes to Its Board of Directors

-- Clare Fisher, accomplished corporate and business development executive and current svp of business development and mergers & acquisitions at BeiGene, will join the Board effective January 1, 2022 --

-- Judith J. Li, partner at Lilly Asia Ventures, will depart the Board effective January 1, 2022 --

EMERYVILLE, CALIF. – December 17, 2021 (GLOBE NEWSWIRE) – Gritstone bio, Inc. (Nasdaq: GRTS), a clinical-stage biotechnology company developing the next generation of cancer and infectious disease immunotherapies, today announced changes to its Board of Directors. Clare Fisher, a talented corporate and business development executive and current svp of business development and mergers & acquisitions at BeiGene, will join the Board effective January 1, 2022. Current member Judith J. Li., partner at Lilly Asia Ventures, will depart the Board effective January 1, 2022.

“I am thrilled to welcome Clare to our Board of Directors,” said Andrew Allen, M.D., Ph.D., co-founder, president and chief executive officer of Gritstone. “Clare is an accomplished biopharma industry executive with deep experience driving and managing partnerships and transactions across our sector, and will be a great asset to us as we leverage both our internal capabilities and partnerships to continue advancing next generation cancer and infectious disease immunotherapies.”

Dr. Allen added, “Additionally, on behalf of the entire company, I would like to sincerely thank Judith for her years of dedication and service to the Board, starting in 2017. Judith engaged right away and played a leadership role in our Series B financing, and has been an important and trusted advocate for Gritstone. We wish her the best in her new endeavors.”

Clare Fisher

Clare Fisher has over 20 years of experience in healthcare corporate and business development, leading collaborations, licensing, M&A, investments and divestments across many technologies and therapeutic areas. Ms. Fisher currently serves as svp of business development and mergers & acquisitions at BeiGene, a global, science-driven biotechnology company focused on developing innovative and affordable medicines to improve treatment outcomes and access for patients worldwide. Prior to joining BeiGene, Ms. Fisher was chief business officer of Kaleido Bioscience, a company dedicated to targeting the microbiome to treat a variety of diseases, and held senior global roles at Shire plc, Cubist Pharmaceuticals, Blueprint Medicines, and Genzyme Corporation. Ms. Fisher holds a B.S. in Biochemistry from the University of Bath, as well as an M.B.A. from Henley Management College in the U.K..

About Gritstone

Gritstone bio, Inc. (Nasdaq: GRTS), a clinical-stage biotechnology company, is developing the next generation of immunotherapies against multiple cancer types and infectious diseases. Gritstone

develops its products by leveraging two key pillars—first, a proprietary machine learning-based platform, Gritstone EDGE™, which is designed to predict antigens that are presented on the surface of cells, such as tumor or virally-infected cells, that can be seen by the immune system; and, second, the ability to develop and manufacture potent immunotherapies utilizing these antigens to potentially drive the patient’s immune system to specifically attack and destroy disease-causing cells. The company’s lead oncology programs include an individualized neoantigen-based immunotherapy, GRANITE, and an “off-the-shelf” shared neoantigen-based immunotherapy, SLATE, which are being evaluated in clinical studies. Within its infectious disease pipeline, Gritstone is advancing CORAL, a COVID-19 program to develop a second-generation vaccine, with support from departments within the National Institutes of Health (NIH), the Bill & Melinda Gates Foundation, the Coalition for Epidemic Preparedness Innovations (CEPI) and through a license agreement with La Jolla Institute for Immunology (LJI). Additionally, the company has a global collaboration for the development of a therapeutic HIV vaccine with Gilead Sciences. For more information, please visit gritstone.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’ early 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 November 3, 2021 and any current and periodic reports filed with the Securities and Exchange Commission.

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