
**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 19, 2021

Morphic Holding, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38940
(Commission
File Number)

47-3878772
(I.R.S. Employer
Identification No.)

35 Gatehouse Drive, A2
Waltham, Massachusetts
(Address of principal executive offices)

02451
(Zip Code)

Registrant's telephone number, including area code: (781) 996-0955

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, \$0.0001 par value per share	MORF	Nasdaq Global 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 Officer

Appointment of Dr. Nisha Nanda as a Class III Director of the Company

Effective on August 19, 2021, the Board of Directors (the “Board”) of Morphic Holding, Inc. (the “Company”) appointed Dr. Nisha Nanda to serve on the Board as a Class III Director. Dr. Nanda shall hold office for a term expiring at the 2022 Annual Meeting of the Company’s stockholders , which is the next stockholder meeting at which Class III directors will be elected. There is no arrangement or understanding between Dr. Nanda and any other persons pursuant to which Dr. Nanda was selected as a director. Dr. Nanda is not a party to and does not have any direct or indirect material interest in any transaction with the Company required to be disclosed under Item 404(a) of Regulation S-K. The Board determined that Dr. Nanda qualifies as an independent director pursuant to the Securities Act of 1933, as amended and the listing standards of the Nasdaq Stock Market, in each case as currently in effect. Dr. Nanda also entered into the Company’s standard form of indemnity agreement for its directors and executive officers, which was filed as Exhibit 10.1 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as filed with the Securities and Exchange Commission on March 1, 2021.

Consistent with the Company’s compensation policy for non-employee directors, on August 19, 2021, Dr. Nanda was granted a stock option grant for 24,000 shares of the Company’s common stock, with an exercise price per share equal to the fair market value of the share on the date of grant (the “Initial Grant”). The Initial Grant will vest as follows: 25% will vest on the first anniversary of the date of grant and the remaining 75% will vest in eight substantially equal quarterly installments on each quarterly anniversary of the first anniversary of the date of grant, such that the Initial Grant will become fully vested and exercisable on the three-year anniversary of the date of grant, subject to Dr. Nanda’s continued service on each applicable vesting date. Pursuant to the Company’s compensation policy for non-employee directors, on the date of each annual meeting of the Company’s stockholders, following such meeting, she will also be entitled to an annual stock option grant for 12,000 shares of the Company’s common stock, with an exercise price per share equal to the fair market value of the share on the date of grant (the “Annual Grant”). The Annual Grant will vest on the one-year anniversary of the grant date, or if earlier, the next annual meeting of the Company’s stockholders, assuming continued service through such vesting date. The Initial Grant and the Annual Grant will each be issued under the Company’s 2019 Equity Incentive Plan and will accelerate in full upon a change of control. Dr. Nanda will also be entitled to the applicable annual cash retainer paid to non-employee directors under the Company’s compensation policy for non-employee directors.

Item 8.01 Other Events

The Company announced the election of Dr. Nanda by the Company's Board in a Press Release furnished as Exhibit 99.1 to this report and is incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99.1	Press release issued by Morphic Holding, Inc. dated August 23, 2021.
104	The cover page on this Current Report on Form 8-K, formatted in Inline XBRL

SIGNATURE

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.

MORPHIC HOLDING, INC.

Date: August 23, 2021

By: /s/ Marc Schegerin

Marc Schegerin

Chief Financial Officer and Chief Operating Officer



Morphic Therapeutic Announces Appointment of Nisha Nanda, Ph.D., to Board of Directors

WALTHAM, Mass., August 23, 2021 – [Morphic Therapeutic](#) (Nasdaq: MORF), a biopharmaceutical company developing a new generation of oral integrin therapies for the treatment of serious chronic diseases, today announced the appointment of Nisha Nanda, Ph.D., to its Board of Directors. Dr. Nanda currently serves as the chief development officer for Loxo Oncology at Lilly.

“Nisha’s expertise overseeing preclinical and clinical-stage development strategy will be an asset to Morphic as we advance the leading oral integrin portfolio in the industry,” said Gustav Christensen, chairman of the Board of Directors of Morphic Therapeutic. “We look forward to Nisha’s drug development guidance and contributions across multiple therapeutic areas. On behalf of Morphic, I welcome Nisha to the team.”

Dr. Nanda has two decades of experience in the biopharma industry, holding various roles of responsibility in both clinical and pre-clinical development. Prior to Loxo Oncology, Dr. Nanda worked on the clinical development of carfilzomib (Kyprolis) and the approval of omacetaxine (Synribo). Her career in drug development has included roles at Onyx, ChemGenex, Portola, Millennium and COR. Dr. Nanda holds a Ph.D. in biochemistry and molecular genetics from the University of New South Wales and the Victor Chang Cardiac Research Institute in Sydney, Australia.

“This is an auspicious time to join the Morphic team as they move into mid-stage clinical studies of MORF-057 in IBD and build the clinical strategy for their other oral integrin programs based on insights from the MInT Platform for integrin discovery,” commented Dr. Nanda. “I’m excited by Morphic’s mission to deliver the known power of integrin inhibition with the convenience and control that oral therapies provide and look forward to providing strategic input as the pipeline matures.”

About Morphic Therapeutic

Morphic Therapeutic is a biopharmaceutical company developing a new generation of oral integrin therapies for the treatment of serious chronic diseases, including autoimmune, cardiovascular, and metabolic diseases, fibrosis and cancer. In collaboration with AbbVie, Janssen, and Schrödinger, Morphic is advancing its pipeline and discovery activities using its proprietary MInT technology platform which leverages the Company’s unique understanding of integrin structure and biology. For more information, visit www.morphictx.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains “forward-looking” statements within the meaning of the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, and of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to: the MInT Platform’s ability to discover drug candidates and Morphic’s plans to develop and commercialize oral small-molecule integrin therapeutics. Statements including



words such as “believe,” “plan,” “continue,” “expect,” “will be,” “develop,” “signal,” “potential,” “anticipate” or “ongoing” and statements in the future tense are forward-looking statements. These forward-looking statements involve risks and uncertainties, as well as assumptions, which, if they do not fully materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. Forward-looking statements are subject to risks and uncertainties that may cause Morphic’s actual activities or results to differ significantly from those expressed in any forward-looking statement, including risks and uncertainties in this press release and other risks set forth in our filings with the Securities and Exchange Commission, including Morphic’s or a partner’s ability to complete a current or future clinical trial of any of our current or future product candidates, develop or obtain regulatory approval for or commercialize any product candidate, Morphic’s ability to protect intellectual property, the potential impact of the COVID-19 pandemic, and the sufficiency of our cash, cash equivalents and investments to fund our operations. These forward-looking statements speak only as of the date hereof and Morphic specifically disclaims any obligation to update these forward-looking statements or reasons why actual results might differ, whether as a result of new information, future events or otherwise, except as required by law.

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