
**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 1, 2020

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 Officers

Effective on December 1, 2020, the Board of Directors (the “**Board**”) of Morpic Holding, Inc. (the “**Company**”) increased the authorized number of directors on the Board from nine (9) to ten (10) and appointed Martin Edwards to serve on the Board as a Class II Director. Dr. Edwards shall hold office for a term expiring at the 2021 Annual Meeting of the Company’s stockholders, which is the next stockholder meeting at which Class II directors will be elected. Dr. Edwards has not yet been named to serve on any committee of the Board. There is no arrangement or understanding between Dr. Edwards and any other persons pursuant to which Dr. Edwards was selected as a director. Dr. Edwards 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. Edwards 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. Edwards 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, 2019, as filed with the Securities and Exchange Commission on February 27, 2020.

Consistent with the Company’s compensation policy for non-employee directors, on December 1, 2020, Dr. Edwards 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. Edwards’ 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, if Dr. Edwards will continue to serve on the Board following such meeting, he 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. Edwards 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. Edwards to the Company’s Board of Directors 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.

<u>Number</u>	<u>Description</u>
99.1	Press release dated December 4, 2020.

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: December 4, 2020

By: /s/ Marc Schegerin

Marc Schegerin

Chief Financial Officer and Chief Operating Officer



Morphic Therapeutic Announces Appointment of Dr. Martin W. Edwards as Member of its Board of Directors

WALTHAM, Mass. – December 4, 2020 – Morphic Therapeutic (Nasdaq: MORF), a biotechnology company developing oral integrin therapies, today announced the appointment of Dr. Martin W. Edwards, to its Board of Directors. Dr. Edwards is a veteran leader in the drug development industry, recently retiring as a Senior Partner at Novo Ventures, the venture capital arm of Novo Holdings A/S, and currently a Director of several public biotechnology companies.

“Martin has a track record of success and leadership spanning the entire spectrum of drug development. He now brings his insight and experience to Morphic at an auspicious time as we are developing a portfolio of integrin-targeted drug candidates across a broad range of indications and stages of development,” said Gustav Christensen, Chairman of the Morphic Board of Directors. “On behalf of the entire Morphic Team, I welcome Martin and look forward to his contributions.”

“Morphic Therapeutic has the unique capability to create oral therapeutics targeting the integrin receptors which have vast therapeutic potential,” commented Dr. Edwards. “The MInT Platform has produced candidates to treat a variety of different disease and now is a particularly important time for the company as MORF-057 progresses in Phase 1 trials.”

Dr. Edwards is currently Chairman of KalVista Pharmaceuticals, Inc., and a member of the Board of Directors of Reata Pharmaceuticals, Inc., Verona Pharma PLC, and Inozyme Pharma, Inc. He recently retired as Senior Partner at Novo Holdings A/S. Prior to joining Novo Holdings A/S, Dr. Edwards was the Chief Executive Officer of ReNeuron Holdings. Prior to ReNeuron Holdings, Dr. Edwards was Corporate Vice President and Head of Drug Development for Novo Nordisk A/S, where he was responsible for all aspects of pre-clinical and clinical drug development. Earlier, he worked as Vice President Pharmacology and Medical Affairs of ZymoGenetics Inc. and then as Senior Vice President for Medical Affairs at Novo Nordisk USA. Dr. Edwards trained in physiology and medicine in Manchester, UK. He was elected as a Member of the Royal Colleges of Physicians, a Member with distinction of the Royal College of General Practitioners, a Fellow of the Faculty of Pharmaceutical Medicine and holds an MBA from the University of Warwick.

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 “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, Morphic’s plans to develop and commercialize oral small-molecule integrin therapeutics, any expectations about safety, efficacy, timing and ability to commence or complete clinical studies and to obtain regulatory approvals for MORF-057 and other candidates in development, and the ability of MORF-057 and other candidates in development to treat serious chronic diseases.

Statements including words such as “believe,” “plan,” “continue,” “expect,” “will,” “develop,” “signal,” “potential,” 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 develop, 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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