

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: September 14, 2023
(Date of earliest event reported)

ANAPTYSBIO, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-37985
(Commission File Number)

20-3828755
(IRS Employer Identification No.)

10770 Wateridge Circle, Suite 210,
San Diego, CA 92121
(Address of Principal Executive Offices, and Zip Code)

(858) 362-6295
(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 (see General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 \$0.001 per share	ANAB	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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.

(b)

On September 14, 2023, James N. Topper, M.D., Ph.D., advised the Board of Directors (the “**Board**”) of AnaptysBio, Inc. (the “**Company**”) that he would resign as a Class II director and as Chairman of the Board, effective on September 15, 2023. Dr. Topper’s resignation is not the result of any disagreement with the Company on any matter relating to its operations, policies or practices. Dr. Topper has served on the Company’s Board of Directors since 2007 and as Chairman since 2015. During this tenure, he has overseen the evolution of the Company from an early-stage antibody generation platform to a clinical-stage organization. Following Dr. Topper’s resignation from the Board, the Company entered into an Advisory Agreement with him, through which he will remain in a transitional role as an advisor to the Board through Q1 2024.

(d)

On September 15, 2023, the Board appointed John Orwin as a Class II director, a member of the Nominating and Corporate Governance Committee and Chairman of the Board, effective immediately.

In connection with his appointment as a non-employee director of the Board, and in accordance with the Company’s existing compensation policy for non-employee directors, Mr. Orwin received a pro rata portion of the annual retainer for service as a director for the remaining portion of the year, which includes (i) a stock option to purchase 3,311 shares of common stock at an exercise price equal to the closing sale price of the common stock on September 15, 2023, as reported by the Nasdaq Global Market, which shall vest in equal monthly installments and in full on January 6, 2024, and (ii) 2,035 restricted stock units which shall vest in full on the date of the Company’s 2024 annual meeting, in each case subject to Mr. Orwin’s continued service to the Company. In addition, the Board granted to Mr. Orwin, a stock option to purchase 10,600 shares of common stock at an exercise price equal to the closing sale price of the common stock on September 15, 2023, as reported by the Nasdaq Global Market, which will vest monthly over three years, and 3,900 restricted stock units, which shall vest over a three-year period such that one-third of the shares shall vest one year after September 15, 2023, and on each yearly anniversary thereafter, in each case subject to Mr. Orwin’s continued service to the Company.

The Company has entered into its standard form of indemnification agreement with Mr. Orwin. The form of the indemnification agreement was previously filed by the Company as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed with the Securities and Exchange Commission on September 9, 2015 and incorporated by reference herein.

There are no arrangements or understandings between Mr. Orwin and any other persons, pursuant to which Mr. Orwin was selected as a member of the Board. There are also no family relationships among any of the Company’s other directors or executive officers and Mr. Orwin, and Mr. Orwin does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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.

Date: September 18, 2023

AnaptysBio, Inc.

By: /s/ Eric Loumeau

Name: Eric Loumeau

Title: Chief Legal Officer