

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 19, 2023

Autolus Therapeutics plc
(Exact name of registrant as specified in its Charter)

England and Wales
(State or other jurisdiction of incorporation or organization)

001-38547
(Commission File Number)

Not applicable
(I.R.S. Employer Identification No.)

The MediaWorks
191 Wood Lane
London W12 7FP
United Kingdom

(Address of principal executive offices) (Zip Code)

(44) 20 3829 6230

(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:

- ☐ 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))
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Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing one ordinary share, par value \$0.000042 per share	AUTL	The 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.

Resignation of Director

On December 19, 2023, Kapil Dhingra, M.D. notified Autolus Therapeutics plc (the “Company”) of his intent to resign from the Board of Directors (the “Board”) of the Company and its committees, effective December 31, 2023. Dr. Dhingra served as the chair of the Nominating and Governance Committee of the Board until December 1, 2023, when William Young was appointed as chair. Dr. Dhingra currently serves as a member of the Nominating and Corporate Governance Committee. His resignation is not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices. The Company thanks Dr. Dhingra for his long, dedicated service on the Board and wishes him well in his future pursuits.

Appointment of New Director

On December 22, 2023, the Company announced that the Board, upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Elisabeth (“Lis”) Leiderman, M.D. to serve as a Class II director of the Company, effective December 20, 2023. Dr. Leiderman was appointed to serve as a member of the Board until the Company’s 2026 annual meeting of shareholders, or until her successor has been duly elected and qualified, or until her earlier death, resignation or removal. Dr. Leiderman was also appointed to serve on the Audit Committee of the Board.

Dr. Leiderman, most recently served as the Chief Financial Officer and Chief Business Officer of Atsena Therapeutics, a clinical-stage gene therapy company focused on reversing and preventing blindness, from November 2022 until November 2023. From September 2020 until October 2022, she served as Chief Financial Officer and Head of Corporate Development for Decibel Therapeutics, a clinical-stage biotechnology company developing novel gene therapeutics for restoration of hearing loss and balance disorders. Before joining Decibel, from January 2020 to August 2020, Dr. Leiderman served as Chief Business Officer for Complexa, Inc., a clinical stage biopharmaceutical company focused on life-threatening fibrosis and inflammatory diseases. Prior to Complexa, she served as Senior Vice President, Head of Corporate Development at Fortress Biotech from November 2016 to November 2019. Dr. Leiderman is currently a member of the board of directors and chair of the audit committee of bluebird bio, Inc., a position she has held since October 2021. Earlier in her career from 2007 to 2016, Dr. Leiderman developed her transaction and capital markets expertise in the healthcare investment banking groups at Nomura, Credit Suisse, Jefferies and UBS. Dr. Leiderman began her career in medical affairs at AstraZeneca, where she analyzed product and industry trends related to the central nervous system. Dr. Leiderman holds an M.D. from the Sackler School of Medicine at Tel Aviv University, an M.B.A. from The Wharton School at the University of Pennsylvania and a B.A. from The University of Pennsylvania.

Dr. Leiderman will be compensated in accordance with the terms of the Company’s non-executive director compensation policy, pursuant to which Dr. Leiderman will be entitled to receive a £52,500 annual retainer for her service on the Board and a £6,500 annual retainer for her service as a member of the Audit Committee. Further, pursuant to the policy, she will also be granted an initial one-time equity award of options to purchase 80,000 of the Company’s American Depositary Shares (“ADSs”), with an exercise price equal to \$5.50, the closing price of the Company’s ADSs on December 20, 2023. The award will vest and become exercisable in thirty-six equal monthly installments, subject to Dr. Leiderman’s continued service on the Board through each applicable vesting date. The Company will enter into its standard deed of indemnity agreement for directors and officers with Dr. Leiderman, the form of which was filed as an exhibit to the Company’s Registration Statement on Form F-1 (File No. 333- 224720) filed with the SEC on June 8, 2018.

There are no family relationships between Dr. Leiderman and any director or executive officer of the Company, and the Company has not entered into any transactions with Dr. Leiderman that are reportable pursuant to Item 404(a) of Regulation S-K. There are no arrangements or understandings between Dr. Leiderman and any other persons pursuant to which she was selected as a director.

Item 7.01 Regulation FD Disclosure.

On December 22, 2023, the Company issued a press release announcing the appointment of Dr. Leiderman to the Board and Dr. Dhingra’s tendered resignation. The press release is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

The information contained in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by reference in such a filing.

Item 9.01 Financial Statements and Exhibits

d) Exhibits

Exhibit No.	Description of Exhibit
99.1 104	Press release dated December 22, 2023 Cover Page Interactive Data File (embedded within XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 22, 2023

By: /s/Christian Itin

Name: Christian Itin

Title: Chief Executive Officer

AUTOLUS THERAPEUTICS PLC



Autolus Therapeutics Announces Changes to its Board of Directors

- Appointment of Elisabeth ("Lis") Leiderman, M.D.
- Resignation of Kapil Dhingra, M.D.

LONDON, December 22, 2023 -- Autolus Therapeutics plc (Nasdaq: AUTL), a clinical-stage biopharmaceutical company developing next-generation programmed T cell therapies, today announced the appointment of Elisabeth Leiderman, M.D. to the Board of Directors. Additionally, the Company announced that Kapil Dhingra M.D., who has served on Autolus' Board of Directors since May 2015, has advised the Board of his intent to step down from his role as a member of the Board and chair of the Nominating and Corporate Governance Committee of the Board, effective December 31, 2023.

"The Autolus Board and Management Team would like to welcome Lis Leiderman to the Board of Directors. Lis brings a wealth of financial, transaction and operational experience to the Company," **said Dr. Christian Itin, Chief Executive Officer of Autolus.** "We would also like to thank Kapil for his invaluable advice on development and strategy since the inception of Autolus and we wish him well with his new projects. We have recently submitted a Biologics License Application (BLA) for obe-cel to the U.S. Food and Drug Administration (FDA) for the treatment of patients with relapsed/refractory (r/r) adult B-cell Acute Lymphoblastic Leukemia (ALL) and look forward to transforming Autolus from a development stage to a commercial company."

Dr. Leiderman has more than 15 years of expertise in business development, strategy, and finance in the life sciences industry. She most recently served as Chief Financial Officer & Chief Business Officer at Atsena Therapeutics. Prior to joining Atsena, she was Chief Financial Officer and Head of Corporate Development for Decibel Therapeutics, a clinical-stage biotechnology company developing novel gene therapeutics for restoration of hearing loss and balance disorders. Dr. Leiderman also served as Chief Business Officer for Complexa, Inc., a clinical stage biopharmaceutical company focused on life-threatening fibrosis and inflammatory diseases and Senior Vice President, Head of Corporate Development at Fortress Biotech, where she was responsible for key business growth initiatives, including business development, strategy, financial analysis and capital raising. She spent 10 years as a healthcare investment banker advising global corporate clients and their boards. Her significant transaction experience includes mergers and acquisitions, other strategic transactions, initial public offerings, and other equity and debt financings in the healthcare sector. She began her career in medical affairs at AstraZeneca in their neuroscience division.

Dr. Leiderman is a member of the board of directors of bluebird bio, Inc. She holds an M.D. from the American Medical Program Tel Aviv University, an M.B.A from The Wharton School at the University of Pennsylvania and a B.A. from The University of Pennsylvania.

About Autolus Therapeutics plc

Autolus is a clinical-stage biopharmaceutical company developing next-generation, programmed T cell therapies for the treatment of cancer and autoimmune disease. Using a broad suite of proprietary and modular T cell programming technologies, the Company is engineering precisely targeted, controlled and highly active T cell therapies that are designed to better recognize target cells, break down their defense mechanisms and eliminate these cells. Autolus has a pipeline of product candidates in development for the treatment of hematological malignancies, solid tumors and autoimmune diseases. For more information, please visit www.autolus.com.

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. Forward-looking statements are statements that are not historical facts, and in some cases can be identified by terms such as "may," "will," "could," "expects," "plans," "anticipates," and "believes." These statements include, but are not limited to, statements regarding the Company's anticipated transition plans and timing from a clinical to commercial stage company. Any forward-looking statements are based on management's current views and assumptions and involve risks and uncertainties that could cause actual results, performance, or events to differ materially from those expressed or implied in such statements. These risks and uncertainties include, but are not limited to, the risks that Autolus' preclinical or clinical programs do not advance or result in approved products on a timely or cost effective basis or at all; the results of early clinical trials are not always being predictive of future results; the cost, timing, and results of clinical trials; that many product candidates do not become approved drugs on a timely or cost effective basis or at all; the ability to enroll patients in clinical trials; and possible safety and efficacy concerns. For a discussion of other risks and uncertainties, and other important factors, any of which could cause Autolus' actual results to differ from those contained in the forward-looking statements, see the section titled "Risk Factors" in Autolus' Annual Report on Form 20-F filed with the Securities and Exchange Commission on March 7, 2023, as well as discussions of potential risks, uncertainties, and other important factors in Autolus' subsequent filings with the Securities and Exchange Commission. All information in this press release is as of the date of the release, and Autolus undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise, except as required by law.

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