

**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): March 26, 2024**

**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))

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, nominal value \$0.000042 per share	AUTL	The Nasdaq Global Select Market
Ordinary shares, nominal value \$0.000042 per share*	*	The Nasdaq Stock Market LLC*

\* Not for trading, but only in connection with the listing of the American Depositary Shares on The Nasdaq Global Select Market. The American Depositary Shares represent the right to receive ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8 thereunder.

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 John Johnson as Director*

On March 26, 2024, John Johnson notified Autolus Therapeutics plc (the “Company”) of his resignation from the Board of Directors (the “Board”) of the Company, effective April 1, 2024. Mr. Johnson has served as the chair of the Board since September 15, 2022. 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 Mr. Johnson for his dedicated service on the Board and wishes him well in his future pursuits.

*Appointment of Michael Bonney and Ravi Rao as New Directors*

On March 26, 2024, the Board, upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Michael W. (“Mike”) Bonney to serve as a Class II director of the Company and as Chair of the Board, effective April 1, 2024. Mr. Bonney was appointed to serve as a member of the Board until the Company’s 2026 annual meeting of shareholders and until his successor has been duly elected and qualified, or until his earlier death, resignation or removal.

Mr. Bonney, age 65, possesses over 30 years of operational, commercial and senior management experience in the biopharmaceutical industry. Mr. Bonney served as the Chair of the board of directors of Kaleido Biosciences, Inc., a publicly held biotechnology company, from June 2017 until August 2021. Between August 2018 and October 2020, he served as Kaleido’s Executive Chair, and served as Kaleido’s Chief Executive Officer from June 2017 until August 2018. Mr. Bonney was a Partner at Third Rock Ventures, a healthcare venture firm, from January to July 2016. Mr. Bonney previously served as the Chief Executive Officer and a member of the board of directors of Cubist Pharmaceuticals, Inc., a publicly held biopharmaceutical company (now a wholly-owned subsidiary of Merck & Co., Inc.), from 2003 until his retirement in 2014. From 2002 to 2003, he served as Cubist’s President and Chief Operating Officer. From 1995 to 2001, he held various positions of increasing responsibility at Biogen, Inc., a biopharmaceutical company, including Vice President, Sales and Marketing from 1999 to 2001. Prior to that, Mr. Bonney held various positions of increasing responsibility in sales, marketing and strategic planning at Zeneca Pharmaceuticals, ending his eleven-year career there serving as National Business Director. Mr. Bonney has served as a member of the board of directors of the publicly held company Alnylam Pharmaceuticals, Inc. since 2014, including as its chair from 2015 to August 2021 and as executive chair of its board from August 2021 to January 2023. Within the last five years, he also served on the boards of directors of the publicly held companies Magenta Therapeutics, Inc., Bristol-Myers Squibb Company, Celgene Corporation (which

was acquired by Bristol-Myers Squibb), Syros Pharmaceuticals, Inc. and Sarepta Therapeutics, Inc. He holds a B.A. degree in economics from Bates College.

In addition, on March 26, 2024, the Board, upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Ravi M. Rao, M.D. to serve as a Class I director of the Company and member of the Research and Development Committee, effective April 1, 2024. Dr. Rao was appointed to serve as a member of the Board until the Company's 2025 annual meeting of shareholders and until his successor has been duly elected and qualified, or until his earlier death, resignation or removal.

Dr. Rao, age 55, has served as Chief Medical Officer of Sitryx, a biopharmaceutical company, since April 2022 and as a Venture Partner at SV Health Investors since March 2022. From March 2022 to October 2023, he served as Chief Medical Officer at Oxford Biomedica, a contract development and manufacturing organization. He previously served as Head of R&D at Swedish Orphan Biovitrum and also as the Chief Medical Officer of Swedish Orphan Biovitrum AB, a global biopharmaceutical specialty company, from August 2020 to January 2022. From October 2019 to August 2020, Dr. Rao served as Chief Medical Officer of Aeglea Biotherapeutics Inc., a U.S. publicly traded clinical-stage company developing enzyme therapies for rare metabolic disease. From 2012 to October 2019, Dr. Rao was a Vice President at GlaxoSmithKline plc, a publicly traded British multinational pharmaceutical company. Dr. Rao has served as a member of the board of directors of the publicly held company DBV Technologies S.A. since 2021. Dr. Rao is an accredited rheumatologist and was an academic physician-scientist at Imperial College (London). He is a Member of the Royal College of Physicians, London and an Honorary Member of the Faculty of Pharmaceutical Medicine. He received his MB. BChir degree from the University of Cambridge and his Ph.D. in vascular biology from Imperial College, completing a postdoctoral fellowship at Harvard Medical School.

Mr. Bonney and Dr. Rao will each be compensated in accordance with the terms of the Company's non-executive director compensation policy, pursuant to which Mr. Bonney will be entitled to receive a £52,500 annual retainer for his service as Chair of the Board and Dr. Rao will be entitled to receive a £31,500 annual retainer for his service on the Board and a £6,000 annual retainer for his service as a member of the Research and Development Committee. Further, pursuant to the policy, Mr. Bonney and Dr. Rao will also be granted initial one-time option awards to purchase 120,000 and 80,000, respectively, of the Company's American Depositary Shares ("ADSs"), each with an exercise price equal the closing price of the Company's ADSs on April 1, 2024. The awards will vest and become exercisable in thirty-six equal monthly installments, subject to the director'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 each of Mr. Bonney and Dr. Rao, 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 either Mr. Bonney or Dr. Rao and any director or executive officer of the Company, and the Company has not entered into any transactions with Mr. Bonney or Dr. Rao that are reportable pursuant to Item 404(a) of Regulation S-K. There are no arrangements or understandings between Mr. Bonney or Dr. Rao and any other persons pursuant to which either was selected as a director.

**Item 7.01 Regulation FD Disclosure.**

On April 1, 2024, the Company issued a press release announcing the resignation of Mr. Johnson and appointment of Mr. Bonney and Dr. Rao to the Board. 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.

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Item 9.01 Financial Statements and Exhibits

d) Exhibits

Exhibit No.	Description of Exhibit
<a href="#">99.1</a> 104	<a href="#">Press release dated April 1, 2024</a> 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: April 1, 2024

AUTOLUS THERAPEUTICS PLC

By:           /s/Christian Itin, Ph.D.            
Name: Christian Itin, Ph.D.  
Title: Chief Executive Officer



## Autolus Therapeutics Announces Changes to its Board of Directors

**LONDON**, April 1, 2024 – Autolus Therapeutics plc (Nasdaq: AUTL), a clinical-stage biopharmaceutical company developing next-generation programmed T cell therapies, today announces the appointment of Mike Bonney as Chairman of the Board, and Ravi Rao M.D., as Non-Executive Director. John H. Johnson advised the Board of his decision to step down from his role as Chairman of the Board and Non-Executive Director. These changes are effective as of today, April 1, 2024.

“On behalf of the Board and Management team, we would like to thank John for his leadership during a transformational period for the Company, which included conducting the pivotal Phase 2 FELIX study and the U.S. Food and Drug Administration’s (FDA) acceptance of the filing of the Biologics License Application (BLA) for obe-cel in the treatment of patients with relapsed/refractory (r/r) adult B-cell Acute Lymphoblastic Leukemia (ALL). We wish John much success with his new projects,” **said Dr. Christian Itin, Chief Executive Officer of Autolus.**

“We’re very pleased to welcome Mike Bonney as our new Chairman. Mike brings a wealth of commercial and corporate governance experience to the Board and Ravi Rao, M.D., adds clinical development and medical affairs experience in autoimmune and inflammatory disease. With these additional changes we believe the Board is well positioned for the next phase of the Company’s development to a fully integrated commercial company and its expanded interest in autoimmune disease.”

Mike Bonney has over 30 years of biotech and pharmaceutical expertise. He served as Chief Executive Officer and Director of Cubist Pharmaceuticals from 2003 until 2014. Under his leadership, Cubist grew from a small micro-cap to the world’s leading antibiotic company and was acquired by Merck early in 2015 for \$9.5 billion. Prior to Cubist, Mr. Bonney was Vice President of Sales and Marketing at Biogen where he built the company’s commercial infrastructure for the launch of its first product. Before joining Biogen, he spent 11 years at Zeneca Pharmaceuticals in a range of commercial, operating, and strategic roles, ending his career there as National Business Director. He is currently a director of Alnylam Pharmaceuticals and chair of Dunad Therapeutics and Gulf of Maine Research Institute. Mr. Bonney has served as a director with many companies previously including Celgene, Kaleido Biosciences, Magenta Therapeutics, Bristol Myers Squibb, Sarepta Therapeutics and Syros Pharmaceuticals. He received his undergraduate degree in economics from Bates College.

Dr. Ravi Rao currently serves as Chief Medical Officer of Sitryx, having joined the company in 2022. He was previously Chief Medical Officer at Oxford Biomedica and Head of Research and Development and Chief Medical Officer at Swedish Orphan Biovitrum, where he led the development of several medicines in rare diseases across immunology and hematology. Before that, he worked at Roche Genentech and GlaxoSmithKline. Dr. Rao serves as a Board Member for DBV Technologies, and a Venture Partner for SV Health Investors. Dr. Rao is an accredited rheumatologist and was an academic physician-scientist at Imperial College (London). He is a



Member of the Royal College of Physicians, London and an Honorary Member of the Faculty of Pharmaceutical Medicine. He received his MB. BChir from Cambridge University and his Ph.D. in vascular biology from Imperial College, completing a postdoctoral fellowship at Harvard Medical School.

#### **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, Autolus 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](http://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 Autolus' development and commercialization of its product candidates. 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, 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 10-K filed with the Securities and Exchange Commission, or the SEC, on March 21, 2024, as well as discussions of potential risks, uncertainties, and other important factors in Autolus' subsequent filings with the SEC. 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. You should, therefore, not rely on these forward-looking statements as representing Autolus' views as of any date subsequent to the date of this press release.

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