

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): September 3, 2024 (August 29, 2024)

C4 THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

490 Arsenal Way, Suite 120
Watertown, MA

(Address of Principal Executive Offices)

001-39567

(Commission File Number)

47-5617627

(IRS Employer
Identification No.)

02472

(Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 231-0700

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	CCCC	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.

Departure of Director

On August 28, 2024, Malcolm Salter informed the Board of Directors (the “Board”) of C4 Therapeutics, Inc. (the “Company”) of his intention to resign from the Board, effective upon the appointment of his successor. Mr. Salter’s resignation became effective on August 29, 2024. There are no disagreements between Mr. Salter and the Company on any matter relating to the Company’s operations, policies or practices.

Election of Director

On August 29, 2024, the Board of the Company, upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the “NCG Committee”), appointed Stephen Fawell, Ph.D. as a director of the Company and a member of the Science and Technology Committee of the Board. The Board determined that Dr. Fawell is independent under the applicable listing standards of The Nasdaq Stock Market.

Dr. Fawell has been designated as a Class III director, to serve until the Company’s 2026 Annual Meeting of Stockholders, in accordance with the Company’s Second Amended and Restated By-Laws and to serve thereafter until his successor has been duly elected and qualified or until his earlier death, removal or resignation.

In connection with his appointment and in accordance with the Company’s compensation policy for non-employee directors, the Company granted to Dr. Fawell stock options to purchase up to 65,000 shares of the Company’s common stock under the Company’s 2020 Stock Option and Incentive Plan. One-third of this stock option award shall vest on the first anniversary of the date of grant, with the remainder vesting quarterly over the subsequent two years, *provided, however*, that all vesting of this award shall cease if Dr. Fawell resigns from the Board or otherwise ceases to serve as a director of the Company or otherwise maintain a service relationship with the Company prior to any such vesting date. In addition, in connection with his election, the Company is entering into an indemnification agreement with Dr. Fawell in the same form as used with the Company’s other directors.

There are no arrangements or understandings between Dr. Fawell and any other persons pursuant to which he was selected as a director of the Company, and there are no transactions in which Dr. Fawell has an interest requiring disclosure under Item 404(a) of Regulation S-K.

In addition, effective as of August 29, 2024, Ronald Cooper was appointed as the chair of the NCG Committee and Bruce Downey was appointed as a member of the Audit Committee.

Item 7.01 Regulation FD Disclosure.

On September 3, 2024, the Company issued a press release announcing Dr. Fawell’s appointment and Mr. Salter’s resignation from the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section, nor shall it be deemed subject to the requirements of amended Item 10 of Regulation S-K, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The furnishing of this information hereby shall not be deemed an admission as to the materiality of any such information.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The exhibits shall be deemed to be filed or furnished, depending on the relevant item requiring such exhibit, in accordance with the provisions of Item 601 of Regulation S-K (17 CFR 229.601) and Instruction B.2 to this form.

Exhibit Number	Description
99.1	Press release issued September 3, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

C4 Therapeutics, Inc.

Date: September 3, 2024

By: /s/ Jolie M. Siegel

Jolie M. Siegel
Chief Legal Officer



C4 Therapeutics Appoints Veteran Biotechnology Leader Stephen Fawell, Ph.D. to Board of Directors

WATERTOWN, Mass., September 3, 2024 (GLOBE NEWSWIRE) -- C4 Therapeutics, Inc. (C4T) (Nasdaq: CCCC), a clinical-stage biopharmaceutical company dedicated to advancing targeted protein degradation science, today announced the continued evolution of its Board of Directors with the appointment of Stephen (Steve) Fawell, Ph.D. as a director. With this appointment, Malcolm Salter has decided to retire from the Board of Directors after nearly a decade of service.

“We are excited to welcome Steve to the Board of Directors and leverage his decades of experience leading discovery strategies for global pharmaceutical companies focused on designing innovative molecules, many of which have successfully moved through clinical development and achieved regulatory approval,” said Andrew Hirsch, president and chief executive officer of C4 Therapeutics. “Steve’s expertise across drug discovery and development closely aligns with our continued evolution and steadfast focus on developing degrader medicines for patients in need.”

Mr. Hirsch continued, “On behalf of the Board of Directors, I would like to thank Malcolm Salter for his contributions to C4 Therapeutics. He has been a valued director since shortly after our founding in 2015 and helped us become a publicly traded company, advance several medicines into the clinic and build a culture that attracts, develops and retains top talent. I have enjoyed working with Malcolm and wish him the best in the future.”

On his appointment, Steve Fawell, Ph.D. said, “I am delighted to join the Board of Directors at C4 Therapeutics after closely following the company’s approach to targeted protein degradation for quite some time. I continue to be impressed by C4 Therapeutics’ ability to design potent and selective degraders that have the potential to directly impact disease.” He added, “Now, as a director, I look forward to supporting the management team as they advance the portfolio toward pivotal milestones and bring molecules designed by C4T’s talented team dedicated to targeted protein degradation to additional patients.”

Dr. Fawell has nearly 35 years of drug discovery experience spanning oncology, virology and other disease areas to successfully advance multiple investigational new drugs into clinical trials and ultimately achieve regulatory approval. Most recently, he spent more than a decade at AstraZeneca as vice president, head of oncology small molecule drug discovery where he successfully transitioned more than 25 new drugs into the clinic; advanced camizestrant, ceralasertib and saruparib into late-stage development; and supported the development or approval of Tagrisso[®], Lynparza[®], Calquence[®] and Truqap[®]. At AstraZeneca, Dr. Fawell also helped build the company’s targeted protein degradation platform. Earlier in his career, Dr. Fawell served as vice president, worldwide franchise discovery head, oncology at Merck where he was responsible for all preclinical efforts for the oncology franchise and managing global discovery collaborations. He previously served as executive director, drug discovery head, oncology at Novartis Institutes for Biomedical Research. Dr. Fawell began his career at Biogen, where he held roles of increasing responsibility over a 15-year tenure. He holds a Doctor of Philosophy in biochemistry from University of Leeds and a Bachelor of Science in applied biology from University of Bradford.

About C4 Therapeutics

C4 Therapeutics (C4T) (Nasdaq: CCCC) is a clinical-stage biopharmaceutical company dedicated to delivering on the promise of targeted protein degradation science to create a new generation of medicines

that transforms patients' lives. C4T is progressing targeted oncology programs through clinical studies and leveraging its TORPEDO® platform to efficiently design and optimize small-molecule medicines to address difficult-to-treat diseases. C4T's degrader medicines are designed to harness the body's natural protein recycling system to rapidly degrade disease-causing proteins, offering the potential to overcome drug resistance, drug undruggable targets and improve patient outcomes. For more information, please visit www.c4therapeutics.com.

Forward-Looking Statements

This press release contains "forward-looking statements" of C4 Therapeutics, Inc. within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may include, but may not be limited to, express or implied statements regarding our ability to develop potential therapies for patients; the design and potential efficacy of our therapeutic approaches; and our ability to fund our future operations. Any forward-looking statements in this press release are based on management's current expectations and beliefs of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: uncertainties related to the initiation, timing, advancement and conduct of preclinical and clinical studies and other development requirements for our product candidates; the risk that any one or more of our product candidates will cost more to develop or may not be successfully developed and commercialized; and the risk that sufficient capital to fund our future operations will be available to us on acceptable terms or at the times required. For a discussion of these and other risks and uncertainties, and other important factors, any of which could cause our actual results to differ from those contained in the forward-looking statements, see the section entitled "Risk Factors" in C4 Therapeutics' most recent Annual Report on Form 10-K and/or Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission. All information in this press release is as of the date of the release, and C4 Therapeutics undertakes no duty to update this information unless required by law.

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