

**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 10, 2022**

**C4 THERAPEUTICS, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-39567**

(Commission File Number)

**47-5617627**  
(IRS Employer  
Identification No.)

**490 Arsenal Way, Suite 200**  
**Watertown, MA**  
(Address of Principal Executive Offices)

**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.

### Election of Utpal Koppikar as a Director

On March 16, 2022, the Board of Directors (the “**Board**”) of C4 Therapeutics, Inc. (the “**Company**”), upon the recommendation of the Nominating and Corporate Governance Committee of the Board, elected Utpal Koppikar as a director effective immediately and as chair of the Audit Committee of the Board effective March 17, 2022. Mr. Koppikar has been designated as a Class III director, to serve in accordance with the Company’s Amended and Restated By-Laws until the Company’s 2023 Annual Meeting of Stockholders and thereafter until his successor has been duly elected and qualified or until his earlier death, removal or resignation.

Mr. Koppikar is the chief financial officer of Atara Biotherapeutics. At Atara, Mr. Koppikar oversees finance, information technology and investor relations functions and is responsible for executing the company’s strategy as a member of the senior leadership team. Prior to serving as Atara’s chief financial officer, Mr. Koppikar was vice president of operations finance at Gilead Sciences, Inc., where he led the financial integration of Kite Pharma and played an integral role in pricing committees. Mr. Koppikar began his career in life sciences at Amgen, Inc., where he held multiple positions of increasing seniority, ultimately serving as executive director of financial planning and analysis. Mr. Koppikar previously served as a board member of Flexion Therapeutics Inc. until its sale to Pacira BioSciences, Inc. in November 2021. Mr. Koppikar earned a B.S. in aerospace engineering from the University of Maryland, an M.S. in aeronautical engineering from Stanford University and an MBA in finance from UCLA’s Anderson School of Management.

In connection with his election, the Company granted to Mr. Koppikar stock options to purchase up to 41,200 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 shall cease if Mr. Koppikar resigns from the Board or otherwise ceases to serve as a director of the Company prior to any such vesting date. In addition, in connection with his election, the Company entered into an indemnification agreement with Mr. Koppikar in the same form as used with the Company’s other directors. Mr. Koppikar shall also be entitled to cash compensation under the terms of the Company’s non-employee director compensation policy, as amended and restated from time to time.

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

### Departure of Director

On March 10, 2022, Elena Prokupets, Ph.D., resigned as a director and as a member of the Audit, Compensation and Nominating and Corporate Governance Committees of the Board. The resignation was not due to any disagreements with the Company on any matter relating to the Company’s operations, policies or practices.

### Item 7.01 Regulation FD Disclosure.

On March 16, 2022, the Company issued a press release announcing the election of Mr. Koppikar as a director. A copy of the press release is attached as Exhibits 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 Securities Exchange Act of 1934, as amended (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).

<b>Exhibit Number</b>	<b>Description</b>
99.1	<u>Press release issued March 16, 2022 (furnished)</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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: March 16, 2022

By: /s/ Lauren A. White

**Lauren A. White**  
**Chief Financial Officer**



## C4 Therapeutics Appoints Utpal Koppikar to Board of Directors

*– Utpal Koppikar, Veteran Life Sciences Industry Financial Executive, Appointed as Independent Member of the Board of Directors, Chair of Audit Committee and Member of Organization, Leadership and Compensation Committee –*

*– Appointment Reflects C4T’s Continued Commitment to Corporate Governance to Support Company Growth –*

WATERTOWN, Mass., March 16, 2022 (GLOBE NEWSWIRE) – C4 Therapeutics, Inc. (C4T) (Nasdaq: CCCC), a clinical-stage biopharmaceutical company dedicated to advancing targeted protein degradation science to develop a new generation of small-molecule medicines and transform how disease is treated, today announced the appointment of Utpal Koppikar, MBA, to its board of directors. Mr. Koppikar will also serve as chair of the Audit Committee and a member of the Organization, Leadership and Compensation Committee. Mr. Koppikar is the chief financial officer of Atara Biotherapeutics Inc., a leader in T-cell immunotherapy. In addition, C4T announced that Dr. Elena Prokupets has retired from the board of directors, and a search is underway to further diversify the board.

“We are thrilled to welcome Utpal to our board of directors and leverage his strategic financial expertise to help advance our portfolio of novel degrader medicines and reach patients in need. A recognized financial leader with broad experience across the biotechnology and pharmaceutical industries, Utpal’s appointment highlights C4T’s commitment to bring together diverse perspectives and expertise to ensure the Company’s continued success,” said Bruce Downey, lead independent director of C4 Therapeutics. “Additionally, we are grateful for the leadership and guidance that Elena has provided C4T since our founding over six years ago and want to take this opportunity to wish her the best in her retirement.”

Commenting on joining the C4T board of directors, Mr. Koppikar said, “The potential of targeted protein degradation to make a transformative impact on patients is tremendously exciting and I am honored to be joining C4T’s board of directors as the Company advances multiple programs through the clinic and invests in its next wave of oncology targets. I look forward to working with my fellow board members and C4T’s leadership team as the company extends its leadership in the targeted protein degradation field.”

Mr. Koppikar currently serves as chief financial officer of Atara Biotherapeutics, where he is responsible for leading the finance, information technology and investor relations functions as well as guiding the company’s strategy as a member of the senior leadership team. Previously, Mr. Koppikar was vice president of operations finance at Gilead Sciences, Inc. where he led the financial integration of Kite Pharma and played an integral role in pricing committees. Mr. Koppikar began his career in life sciences at Amgen, Inc., where he held multiple positions of increasing seniority, ultimately serving as executive director of financial planning and analysis. Mr. Koppikar previously served as a board member of Flexion Therapeutics Inc. until its sale to Pacira BioSciences, Inc. in November 2021. Mr. Koppikar earned a B.S. in aerospace engineering from the University of Maryland, an M.S. in aeronautical engineering from Stanford University and an MBA in finance from UCLA’s Anderson School of Management.

### **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

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that transform patients' lives. C4T is leveraging its TORPEDO® platform to efficiently design and optimize small-molecule medicines that 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. C4T is advancing multiple targeted oncology programs to the clinic and expanding its research platform to deliver the next wave of medicines for difficult-to-treat diseases. For more information, please visit [www.c4therapeutics.com](http://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; the predictive capability of our TORPEDO® platform in the development of novel, selective, orally bioavailable degraders; the potential timing, design and advancement of our pre-clinical studies and clinical trials, including the potential timing for regulatory authorization related to clinical trials; our ability and the potential to successfully manufacture and supply our product candidates for clinical trials; our ability to replicate results achieved in our pre-clinical studies or clinical trials in any future studies or trials; and regulatory developments in the United States and foreign countries. 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 pre-clinical 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 the results of pre-clinical studies and/or clinical trials will or will not be predictive of results in connection with future studies or trials. 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.

### **Investor Contact:**

Kendra Adams

SVP, Communications & Investor Relations

[Kendra.Adams@c4therapeutics.com](mailto:Kendra.Adams@c4therapeutics.com)

### **Media Contact:**

Loraine Spreen

Director, Corporate Communications & Patient Advocacy

[LSpreen@c4therapeutics.com](mailto:LSpreen@c4therapeutics.com)