

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): June 10, 2024 (June 7, 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 June 6, 2024, Glenn Dubin informed the Board of Directors (the “Board”) of C4 Therapeutics, Inc. (the “Company”) of his decision to resign from the Board, effective upon the appointment of his successor. There are no disagreements between Mr. Dubin and the Company on any matter relating to the Company’s operations, policies or practices.

Election of Director

On June 7, 2024, the Board of the Company, upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the “NCG Committee”), appointed Ron Cooper as a director of the Company. The Board determined that Mr. Cooper is independent under the applicable listing standards of The Nasdaq Stock Market (“Nasdaq”).

Mr. Cooper has been designated as a Class II director, to serve until the Company’s 2025 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 Mr. Cooper 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 Mr. Cooper 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 Mr. Cooper in the same form as used with the Company’s other directors.

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

On June 7, 2024, Mr. Cooper was also appointed to the NCG Committee. The Board has determined that Mr. Cooper meets the requirements for independence of compensation committee members under the applicable listing standards of Nasdaq and the Securities Exchange Act of 1934, as amended (the “Exchange Act”). In addition, effective as of June 7, 2024: (i) Bruce Downey resigned as Chair of the Board, but will continue to serve as a member of the Board as well as a member of the NCG Committee, (ii) Mr. Cooper was appointed as the new Chair of the Board, and (iii) Mr. Dubin’s resignation from the Board became effective.

**Item 7.01 Regulation FD Disclosure.**

On June 10, 2024, the Company issued a press release announcing Mr. Cooper’s appointment to 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.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press release issued June 10, 2024</a>
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: June 10, 2024

By: /s/ Jolie M. Siegel

**Jolie M. Siegel**

**Chief Legal Officer**



## **C4 Therapeutics Appoints Ron Cooper as Chairman of the Board of Directors**

*Cooper Brings Decades of Global Pharmaceutical and Biotechnology Leadership Experience*

*Bruce Downey Remains a Member of the Board of Directors and Chair of the Organization, Leadership and Compensation Committee*

*Transition Further Highlights Commitment to Strategically Transform the Board to Lead C4T into Next Phase of Growth*

WATERTOWN, Mass., June 10, 2024 (GLOBE NEWSWIRE) – C4 Therapeutics, Inc. (C4T) (Nasdaq: CCCC), a clinical-stage biopharmaceutical company dedicated to advancing targeted protein degradation science, today announced changes to its Board of Directors as part of the Company’s aspiration to become a fully integrated biotechnology company. Ron Cooper, a global biopharmaceutical executive experienced across discovery, development and commercialization, has been appointed chairman of C4T’s Board of Directors. Bruce Downey, who served as chairman between June 2022 and June 2024, remains a member of the Board of Directors. As part of C4T’s continued Board evolution with this appointment, Glenn Dubin, who has served on C4T’s Board of Directors since 2021, has decided to step down from the Board of Directors.

“I am honored to become the next chairman of the Board of Directors of C4 Therapeutics where I expect to leverage my experience building fully integrated global biopharmaceutical companies to help C4T continue to deliver on the promise of targeted protein degradation,” said Ron Cooper. “Targeted protein degradation is a quickly evolving field with immense potential, and I am excited to work with the Board and management team to keep C4T at the forefront of this modality and help improve patients’ lives.”

Ron Cooper most recently served as president and chief executive officer of Albireo Pharma, a fully integrated, global, commercial biopharmaceutical company that was acquired by Ipsen in March 2023. Earlier in his career, Mr. Cooper spent nearly 30 years at Bristol-Myers Squibb (BMS) in roles of increasing responsibility in sales, marketing and general management, most recently serving as President, Europe. At BMS, he played a leadership role in several successful product launches, including Abilify®, Atripla®, Eliquis®, Plavix®, Sprycel® and Yervoy®. Mr. Cooper currently serves on the Board of Directors of Generation Bio.

“It has been my pleasure to serve as chairman and help C4T broaden the expertise of our Board by appointing several leaders with deep experience across clinical development, medical affairs, regulatory strategy, capital markets and commercialization. I look forward to working with Ron and our outstanding Board to help C4T capitalize on the opportunities ahead,” said Bruce Downey. “On behalf of the Board, I would like to thank Glenn Dubin for his support of C4T as he steps down so we can welcome Ron’s extensive pharmaceutical and biotechnology expertise to help lead the company in this next exciting phase. We appreciate Glenn’s contributions and wish him the best.”

“As we pursue our vision to become a fully integrated biotechnology company, we are thrilled to have Ron’s experience helping companies successfully bring products through discovery, development and commercialization,” said Andrew Hirsch, president and chief executive officer of C4 Therapeutics. “We

have an exciting path ahead and the entire C4T team remains focused on advancing our pipeline to deliver on the potential of targeted protein degradation science for patients searching for new therapies.”

### **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](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; 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.

### **Contacts:**

Investors:

Courtney Solberg

Senior Manager, Investor Relations

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

Media:

Loraine Spreen

Senior Director, Corporate Communications & Patient Advocacy

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