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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 12, 2022**

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**RUBIUS THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of Incorporation)

**001-38586**  
(Commission  
File Number)

**46-2688109**  
(IRS Employer  
Identification Number)

**399 Binney Street, Suite 300**  
**Cambridge, MA**  
(Address of registrant's principal executive office)

**02139**  
(Zip code)

**(617) 679-9600**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

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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 203.425)
- 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))

**Title of each class**  
Common Stock, par value \$0.001 per share

**Trading symbol(s)**  
RUBY

**Name of each exchange on which registered**  
The Nasdaq Global Select Market

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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**Item 5.07 – Submission of Matters to a Vote of Security Holders.**

Rubius Therapeutics, Inc. (the “Company”) held its annual meeting (the “Annual Meeting”) of stockholders on May 12, 2022. The following proposals were submitted to the stockholders at the Annual Meeting:

(a) To elect three Class I directors to the Company’s board of directors, to serve until the 2025 annual meeting of stockholders and until his or her successor has been duly elected and qualified, or until his or her earlier death, resignation or removal;

(b) To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022;

(c) To approve, on a non-binding, advisory basis, the compensation of the Company’s named executive officers for the year ended December 31, 2021 (say-on-pay vote); and

(d) To consider and act upon a non-binding, advisory vote on the frequency of future advisory votes to approve the compensation of the Company’s named executive officers.

The proposals are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on March 30, 2022.

The number of shares of common stock entitled to vote at the Annual Meeting was 90,186,626. The number of shares of common stock present or represented by proxy at the Annual Meeting was 82,862,487.

The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

(a) Election of Class I Directors.

All director nominees were elected.

<b>Director Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>
David R. Epstein	65,198,843	10,088,873
Natalie Holles	71,359,254	3,928,462
Anne Prener	70,381,122	4,906,594

There were 7,574,771 broker non-votes regarding the election of directors.

(b) Ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022.

Stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2022. The results of the voting included 82,789,006 votes for, 2,303 votes against and 71,178 votes abstained. There were no broker non-votes regarding this proposal.

(c) Approval, on a non-binding, advisory basis, of the compensation of the Company’s named executive officers for the year ended December 31, 2021 (say-on-pay vote).

Stockholders approved, on a non-binding, advisory basis, the compensation of the Company’s named executive officers for the year ended December 31, 2021. The results of the voting included 71,979,260 votes for, 3,302,940 votes against and 5,516 votes abstained. There were 7,574,771 broker non-votes regarding this proposal.

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(d) Non-binding, advisory vote on the frequency of future advisory votes to approve the compensation of the Company's named executive officers.

Stockholders voted, on a non-binding, advisory basis, for a frequency option of every one year as the preferred frequency for future non-binding, advisory votes to approve the compensation of the Company's named executive officers. The results of the voting included 75,234,092 votes for the frequency option of every one year, 5,746 votes for the frequency option of every two years, 33,406 votes for the frequency option of every three years and 14,472 votes abstained. There were 7,574,771 broker non-votes regarding this proposal.

Consistent with a majority of the votes cast with respect to frequency of non-binding, advisory votes to approve the compensation of the Company's named executive officers and with the recommendation of the Company's board of directors, the Company will hold a stockholder advisory vote on the compensation of its named executive officers annually until the next required vote on the frequency of stockholder votes on the compensation of its named executive officers as required pursuant to Section 14A(a)(2) of the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

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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 hereunto duly authorized.

Date: May 13, 2022

**RUBIUS THERAPEUTICS, INC.**

By: /s/ Pablo J. Cagnoni  
Pablo J. Cagnoni  
Chief Executive Officer

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