

**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): July 12, 2022

RUBIUS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

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)

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

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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Resignation of Director

On July 12, 2022, Anne Prener, MD, Ph.D resigned from her position as a member of the Board of Directors (the “Board”) of Rubius Therapeutics, Inc. (the “Company”), and any committees thereof, effective immediately. Dr. Prener’s resignation was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

(d) Election of Director

On July 12, 2022, the Board unanimously approved the appointment of Susanne Schaffert, Ph.D. as a Class I director of the Company to fill the vacancy created by Dr. Prener’s resignation, effective immediately. The term of the Company’s Class I directors, including Dr. Schaffert, expires on the date of the Company’s annual meeting of stockholders to be held in 2025 or upon the election and qualification of successor directors. Dr. Schaffert has not been appointed to any committee of the Board and as of the date hereof is not expected to be appointed to any committee of the Board.

Dr. Schaffert’s compensation will be consistent with that provided to all of the Company’s non-employee directors pursuant to the Company’s Non-Employee Director Compensation Policy, which was filed as Exhibit 10.5 to the Company’s Form 10-K for the year ended December 31, 2021. In addition, the Company is entering into an indemnification agreement with Dr. Schaffert in connection with her appointment to the Board, which is in substantially the same form as that entered into with the other directors of the Company.

There is no arrangement or understanding pursuant to which Dr. Schaffert was appointed to the Board. There are no family relationships between Dr. Schaffert and any director or executive officer of the Company, and Dr. Schaffert has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On July 14, 2022, the Company issued a press release announcing Dr. Prener’s resignation from, and Dr. Schaffert’s appointment to, the Board, as discussed in Item 5.02 of this Current Report on Form 8-K. The full text of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein. The information under this Item 7.01, including Exhibit 99.1 hereto, is being furnished herewith and 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 liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of Rubius Therapeutics, Inc. dated July 14, 2022, furnished herewith.
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 hereunto duly authorized.

Date: July 14, 2022

RUBIUS THERAPEUTICS, INC.

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



Rubius Therapeutics Appoints Susanne Schaffert, Ph.D., to its Board of Directors

CAMBRIDGE, Mass., July 14, 2022 (GLOBE NEWSWIRE) – Rubius Therapeutics, Inc. (Nasdaq: RUBY), a clinical-stage biopharmaceutical company that is biologically engineering red blood cells to create an entirely new class of cellular medicines called Red Cell Therapeutics™ for the treatment of cancer and autoimmune diseases, today announced the appointment of Susanne Schaffert, Ph.D., to its board of directors. Dr. Schaffert brings more than 25 years of experience across clinical development, marketing and sales, finance and commercialization in the global pharmaceutical and biotechnology industries, with a focus on oncology, immuno-oncology and cell therapy. Dr. Schaffert most recently served as President of Novartis Oncology. Also, today, Rubius announced that Anne Prener, M.D., Ph.D., is stepping down from her role on the board of directors, effective today.

“Susanne’s deep knowledge in oncology drug development and commercialization will be instrumental as we continue to advance our oncology pipeline of Red Cell Therapeutics™, including RTX-240 and RTX-224 for the treatment of solid tumors. I am thrilled to welcome Susanne to the Rubius board of directors,” said Pablo J. Cagnoni, M.D., president and chief executive officer of Rubius Therapeutics. “We’d also like to thank Anne for her many contributions since joining the board in 2019, including her counsel as we transitioned from a discovery-stage organization to the clinical-stage company that we are today.”

“Rubius Therapeutics has advanced an entirely new class of medicines and has made remarkable progress across its broad clinical pipeline of cancer therapeutics and preclinical autoimmune program, all supported by the proprietary RED PLATFORM® and fully-owned manufacturing capabilities,” said Dr. Schaffert. “I look forward to working closely with the Rubius management team and the rest of the board as we move into later-stage development and advance the company’s mission of bringing potentially life-changing cellular therapies to patients with cancer and autoimmune diseases.”

Dr. Schaffert spent 27 years at Novartis, most recently as President of Novartis Oncology. Before that, she spent six years in Novartis’ Oncology Business as a member of the Global Novartis Oncology Leadership Team, including as Region Head, Novartis Oncology Europe, where she successfully launched and marketed key products in lung, breast and renal cancer as well as hematology. She also served as President and Chair of Accelerated Advanced Applications (AAA), launching Lutathera®, a radioligand therapy for the treatment of certain cancers, in the U.S. and E.U. Also during her tenure in Novartis’ Oncology Business, she was instrumental in the GSK Oncology integration. From 2010-2013, Dr. Schaffert was Head of Investor Relations, and before that, she served as Global Franchise Head for Immunology and Transplantation. Dr. Schaffert first joined Novartis Germany in 1995 and held a series of positions in Sales and Marketing with increasing responsibilities in both national and global functions. Dr. Schaffert holds a Ph.D. with honors in Organic Chemistry and an M.Sc. in Chemistry, both from the University of Erlangen (Germany).



About Rubius Therapeutics

Rubius Therapeutics is a clinical-stage biopharmaceutical company developing a new class of medicines called Red Cell Therapeutics™. The Company's proprietary RED PLATFORM® was designed to biologically engineer and culture Red Cell Therapeutics™ that are selective, potent and off-the-shelf allogeneic cellular therapies for the potential treatment of several diseases across multiple therapeutic areas. Rubius' initial focus is to advance RCT™ product candidates for the treatment of cancer and autoimmune diseases by leveraging two distinct therapeutic modalities — potent cell-cell interaction and tolerance induction. Rubius Therapeutics was recently named among the 2021 Top Places to Work in Massachusetts by the Boston Globe, and its manufacturing site was recently named 2022 Best Places to Work in Rhode Island by Providence Business News. For more information, visit www.rubiustx.com, follow us on [Twitter](#) or [LinkedIn](#) or like us on [Facebook](#).

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding Rubius' plans, including plans to advance the Red Cell Therapeutics™ pipeline, later-stage development plans and plans to advance the company's mission. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this press release are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, those risks and uncertainties related to the development of our Red Cell Therapeutic product candidates and their therapeutic potential, our ability to execute on our plans and expectations, our analyses of clinical and preclinical data and other risks identified in our filings with the U.S. Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the year ended December 31, 2021 and subsequent filings with the SEC, including our Quarterly Report on Form 10-Q for the quarter-ended March 31, 2022, and risks and uncertainties related to the severity and duration of the impact of COVID-19 on our business and operations. We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. We disclaim any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements. Any forward-looking statements contained in this press release represent our views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date.

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