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): December 12, 2019

RUBIUS THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-38586**	**46-2688109**
(State or other jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification Number)**

399 Binney Street, Suite 300 Cambridge, MA	**02139**
(Address of registrant's principal executive office)	**(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))

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, par value $0.001 per share	RUBY	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.

On December 12, 2019, Robert S. Langer, Sc.D. notified Rubius Therapeutics, Inc. (the "Company") that he will resign from the Board of Directors (the "Board") and all committees of the Board on which he served, effective as of December 18, 2019. Dr. Langer's decision to resign was not related to any disagreement with the Company on any matter relating to its operations, policies, practices or any issues regarding financial disclosures, accounting or legal matters.

On December 17, 2019, the Board appointed Anne Prener, M.D., Ph.D., to the Board, effective December 17, 2019. Dr. Prener will serve as a Class I director until the 2022 annual meeting of stockholders or until her successor has been duly elected and qualified. Dr. Prener qualifies as an independent director under the listing standards of NASDAQ.

As a non-employee director, Dr. Prener will receive cash and equity compensation paid by the Company pursuant to its non-employee director compensation program. There are no arrangements or understandings between Dr. Prener and any other person pursuant to which Dr. Prener was selected as a director, and there are no transactions between Dr. Prener and the Company that would require disclosure under Item 404(a) of Regulation S-K. In addition, the Company has entered into an indemnification agreement with Dr. Prener 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.

A press release related to Dr. Prener's appointment and Dr. Langer's resignation is attached as Exhibit 99.1 to this report and is incorporated by reference to this Item 5.02.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by Rubius Therapeutics, Inc. on December 18, 2019.

EXHIBIT INDEX

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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: December 18, 2019

RUBIUS THERAPEUTICS, INC.

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

Exhibit 99.1

Rubius Therapeutics Appoints Anne Prener, M.D., Ph.D., to its Board of Directors

CAMBRIDGE, Mass., Dec. 18, 2019 (GLOBE NEWSWIRE)-- Rubius Therapeutics, Inc. (Nasdaq: RUBY), a clinical-stage biopharmaceutical company that is genetically engineering red blood cells to create an entirely new class of cellular medicines, today announced the appointment of Anne Prener, M.D., Ph.D., to its board of directors. Dr. Prener most recently served as the chief executive officer of Freeline Therapeutics, Ltd. Also today, Rubius announced that Robert (Bob) S. Langer, Sc.D., is stepping down from his role on the board of directors, effective today, but will continue to serve the Company through a scientific advisory role.

"Anne brings significant experience in drug development and commercialization with a unique focus on rare disease and gene therapy. We look forward to working together as we continue to progress our pipeline of Red Cell Therapeutics™, including RTX-134 for the potential treatment of phenylketonuria and our emerging oncology portfolio," said Pablo J. Cagnoni, M.D., chief executive officer of Rubius Therapeutics. "We are also thankful to Bob for his many contributions since joining the board in 2014, including his counsel as we progressed from an early stage discovery company to where Rubius is today. We will continue to benefit from his expertise through his scientific advisory role. "

Dr. Prener brings more than 25 years of experience leading biotechnology companies across several therapeutic areas with a special focus on rare diseases and gene therapy. Prior to joining Freeline Therapeutics, she served as the chief executive officer of Gyroscope Therapeutics Ltd., a gene therapy company focused on eye diseases. Before that, Dr. Prener was vice president, clinical research hematology and global therapeutic area head of hematology at Baxalta. During her time there, three new major product approvals in both the U.S. and EU were secured along with a significant advancement in Baxalta's hematology portfolio, including gene therapy for hemophilia. Earlier in her career, Dr. Prener held several positions of increasing responsibility at Novo Nordisk, most recently serving as senior vice president, hemophilia R&D portfolio where she was instrumental in building the hemophilia franchise to a portfolio of several late stage and commercial products. Dr. Prener holds a Ph.D. in epidemiology and an M.D., both from the University of Copenhagen.

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 genetically 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 rare diseases, cancer and autoimmune diseases by leveraging three distinct therapeutic modalities — cellular shielding, potent cell-cell interaction and tolerance induction. For more information, visit www.rubiustx.com, or follow us on Twitter and LinkedIn.

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 the planned timing, recruitment, enrollment and results for our preclinical and clinical activities, including the Phase 1b clinical trial for RTX-134 for the treatment of PKU, our ability to further develop our RCT product candidates, our manufacturing process, our expectations regarding the therapeutic potential of our RCTs, our expectations regarding new and continuing members of our leadership team and our strategy, business plans and focus. 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 RCT product candidates and their therapeutic potential and other risks identified in our SEC filings, including our Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, and subsequent filings with the SEC. 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. We explicitly disclaim any obligation to update any forward-looking statements.

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