

**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): October 2, 2023 (September 26, 2023)

Aura Biosciences, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40971
(Commission
File Number)

32-0271970
(IRS Employer
Identification No.)

80 Guest Street
Boston, Massachusetts
(Address of Principal Executive Offices)

02135
(Zip Code)

Registrant's Telephone Number, Including Area Code: 617 500-8864

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, \$0.00001 par value per share	AURA	The Nasdaq Global 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.

Appointment of Chief Medical Officer

On October 2, 2023, Aura Biosciences, Inc. (the “Company”) announced that J. Jill Hopkins, M.D., will serve as the Company’s Chief Medical Officer and President of Research & Development, effective as of October 16, 2023 (the “Effective Date”).

Dr. Hopkins, age 59, brings over 30 years of cross-sector experience in ophthalmology, spanning clinical care, academia, education, industry, advocacy and innovation to the Company. Prior to joining the Company, Dr. Hopkins previously served as Senior Vice President, Global Head of Ophthalmology and Exploratory Development at Novartis, a pharmaceutical company, from November 2021 to October 2023 and Chief Executive Officer of Gyroscope Therapeutics Limited (“Gyroscope”), a Novartis company engaging in clinical-stage gene therapy development, from December 2021 to October 2023. Prior to joining Novartis and Gyroscope, Dr. Hopkins worked at Roche-Genentech, a biotechnology company, in roles of increasing responsibility, including most recently as Global Head of Ophthalmology Personalized Health Care from 2018 to 2021. Before Roche-Genentech, Dr. Hopkins spent more than 20 years in clinical retinal research and academic practice at the University of Toronto, University of Southern California and Retina-Vitreous Associates Medical Group. Dr. Hopkins holds an M.D. from McMaster University and completed her Ophthalmology residency at the University of Toronto. She has completed fellowships in Retinal Disease from Moorfields Eye Hospital in London UK and in Visual Electrophysiology from the Universities of Toronto and Ottawa. Dr. Hopkins is board certified in Ophthalmology from the American Board of Ophthalmology and the Royal College of Surgeons Canada.

In connection with her appointment as Chief Medical Officer and President of Research & Development, Dr. Hopkins entered into an employment agreement with the Company (the “Employment Agreement”) effective as of the Effective Date. Pursuant to the Employment Agreement, Dr. Hopkins will be paid an annual base salary of \$525,000. Following the end of each calendar year, Dr. Hopkins will be eligible to receive a discretionary annual performance bonus with a target of 50% of her then annual base salary based upon the Board’s assessment of the Company’s achievement of its performance goals and Dr. Hopkins’ continued employment with the Company. Dr. Hopkins will receive a sign-on bonus of up to \$200,000 in connection with the commencement of her employment with the Company. In the event that Dr. Hopkins’ employment is terminated by the Company without “Cause” or by Dr. Hopkins for “Good Reason” (each as defined in the Employment Agreement), subject to her execution of a release within 60 days of such termination, Dr. Hopkins will be entitled to receive (i) continuation of her annual base salary for nine months and (ii) subject to Dr. Hopkins’ timely election to continue COBRA health coverage and copayment of premium amounts at the applicable active employees’ rate, a monthly cash payment equal to the amount that the Company would have paid to provide health insurance to Dr. Hopkins for nine months.

The Company will grant Dr. Hopkins an option to purchase 200,000 shares of the Company’s common stock at the fair market value as determined on the date of the grant based on the closing price of the Company’s common stock on The Nasdaq Global Market. The stock options will vest as follows: 25% shall vest and become exercisable on the first anniversary of the Effective Date, and 2.0834% shall vest and become exercisable on a monthly basis thereafter over the following 36 months, subject to Dr. Hopkins’ continued service as of each vesting date. The Company will also grant Dr. Hopkins 135,000 restricted stock units, which will vest as follows: 25% shall vest on the 15th of the month following the first anniversary of the Effective Date (the “First Vesting Date”), and 25% shall vest on each of the first year anniversary, second year anniversary, and third year anniversary of the First Vesting Date, subject to Dr. Hopkins’ continued service as of each vesting date. The stock options and restricted stock units will be granted pursuant to the Company’s 2021 Stock Option and Incentive Plan (the “2021 Plan”) and subject to a stock option agreement and an restricted stock award agreement, respectively.

In addition, Dr. Hopkins will enter into an indemnification agreement with the Company, the form of which was filed with the Securities and Exchange Commission as Exhibit 10.7 to the Company’s Registration Statement on Form S-1 (File No. 333-260156) on October 25, 2021, pursuant to which the Company may be required, among other things, to indemnify Dr. Hopkins for certain expenses (including reasonable attorneys’ fees), judgments, fines, penalties, excise taxes and settlement amounts actually and reasonably incurred by her in any action or proceeding arising out of her service as an officer of the Company.

There are currently no arrangements or understandings between Dr. Hopkins and any other person pursuant to which Dr. Hopkins will be appointed as Chief Medical Officer and President of Research & Development of the Company and there are no family relationships between Dr. Hopkins and any of the Company’s directors or executive officers. There are currently no transactions in which Dr. Hopkins has an interest requiring disclosure under Item 404(a) of Regulation S-K.

The foregoing description of the Employment Agreement does not purport to be complete and is qualified in its entirety by the full text of the Employment Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2023.

Departure of Chief Medical Officer

On September 26, 2023, Cadmus Rich, M.D., notified the Company of his decision to resign from his role at the Company as an employee and Chief Medical Officer of the Company, effective as of October 16, 2023, at which time he will transition into the role of Senior Clinical Advisor until November 7, 2023 (the “Departure Date”). Dr. Rich’s departure does not reflect any dispute or disagreement with the Company. Following the Departure Date, pursuant to a Resignation and Consulting Agreement with the Company (the “Consulting Agreement”), Dr. Rich will remain with the Company as Senior Clinical Advisor for an additional period of nine months beginning on the Departure Date (the “Consulting Period”). Pursuant to the Consulting Agreement, Dr. Rich will be entitled to continued vesting of his restricted stock units and stock options, subject to the terms and conditions of 2021 Plan and associated restricted stock unit award agreements and stock option agreements. In connection with Dr. Rich’s resignation, on September 28, 2023, the Company and Dr. Rich entered into a Transition and Release Agreement (the “Transition Agreement”), which will become effective on November 7, 2023. The Transition Agreement provides that Dr. Rich will receive continued salary through the Departure Date subject to Dr. Rich’s performance of certain Transition Services (as defined in the Transition Agreement). Subject to entering into a release of claims in favor of the Company, Dr. Rich will be entitled to receive (i) severance pay equal to continuation of his annual base salary for nine months and (ii) subject to Dr. Rich’s timely election to continue COBRA health coverage and copayment of premium amounts at the applicable active employees’ rate, a monthly cash payment equal to the amount that the Company would have paid to provide health insurance to Dr. Rich until the earlier of nine months, eligibility for medical care coverage through other employment or termination of eligibility under COBRA. Any continued vesting relating to Dr. Rich’s existing equity awards would be subject, upon the Departure Date, to his entry into the Consulting Agreement. The Transition Agreement also includes customary confidentiality and non-disparagement provisions.

The foregoing descriptions of the Transition Agreement and Consulting Agreement do not purport to be complete and are qualified in its entirety by the full text of the Transition Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2023.

A copy of the Company’s press release announcing Dr. Hopkins’ appointment as Chief Medical Officer and President of Research & Development and Dr. Rich’s departure as Chief Medical Officer attached hereto as Exhibit 99.1 and shall be deemed furnished and not “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (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 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release Dated October 2, 2023
104	Cover Page Interactive Data File (embedded within 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.

Aura Biosciences, Inc.

Date: October 2, 2023

By: _____ /s/ Julie Feder
Julie Feder
Chief Financial Officer



Aura Biosciences Strengthens and Expands Leadership Team with Key Appointments

J. Jill Hopkins, M.D., Appointed as Chief Medical Officer and President of Research & Development

Mark Plavsic, Ph.D., Appointed as Chief Technology Officer

BOSTON, MA – October 2, 2023 – Aura Biosciences Inc. (NASDAQ: AURA), a clinical-stage biotechnology company developing a novel class of virus-like drug conjugate (VDC) therapies for multiple oncology indications, today announced the appointments of Jill Hopkins, M.D., as Chief Medical Officer, President of Research & Development, and Mark Plavsic, Ph.D., as Chief Technology Officer. The Company also announced that Cadmus Rich, M.D., will step down as Chief Medical Officer and assume a new role with the Company as Senior Clinical Advisor.

“Jill and Mark’s appointments come at an important time in Aura’s evolution as a late stage clinical development company,” said Elisabet de los Pinos, Ph.D., Chief Executive Officer of Aura. “We have built our leadership team with experienced industry leaders who have proven track records of success with multiple drug approvals. With bel-sar commencing in a global Phase 3 trial the organization is now positioned for its next phase of growth, with the goal of bringing the first vision-preserving targeted therapy for patients with early-stage choroidal melanoma to market.”

Dr. de los Pinos added, “Cadmus has been a valued member of our senior leadership team for the past five years, and on behalf of the Board of Directors and our team, I want to thank him for his many contributions. We are fortunate that he will remain with Aura in an advisory capacity as his expertise will be instrumental to the organization as we advance our pipeline to meaningful clinical milestones. We wish him well as he moves on to his next opportunity.”

Dr. Hopkins brings over 30 years of cross-sector experience in ophthalmology, spanning clinical care, academia, education, industry, advocacy and innovation. Prior to joining Aura, Dr. Hopkins served as Senior Vice President, Global Head of Ophthalmology and Exploratory Development at Novartis, and Chief Executive Officer of Gyroscope Therapeutics, a Novartis company, where she was responsible for the global ophthalmic pipeline and portfolio of medicines, gene therapy, devices and digital solutions to impact eye disease and reduce visual impairment globally. Previously, Dr. Hopkins spent over a decade at Roche-Genentech in roles of increasing responsibility, most recently as Global Head Ophthalmology Personalized Health Care. Before Roche-Genentech, she spent over 20 years in clinical retinal research and academic practice at the University of Toronto, University of Southern California, and Retina-Vitreous Associates Medical Group. Dr. Hopkins received her M.D. from McMaster University, and completed her Ophthalmology residency at the University of Toronto. She has completed fellowships in Retinal Disease from Moorfields Eye Hospital in London UK and in Visual Electrophysiology from the Universities of Toronto and Ottawa. Dr. Hopkins is board certified in Ophthalmology from the American Board of Ophthalmology and the Royal College of Surgeons Canada.

Dr. Plavsic brings 30 years of global biopharmaceutical experience including end-to-end technical operations in the United States, Europe, and Australasia and successful translation and scale-up of complex biologics from preclinical development through commercial launch and distribution. Previously, Dr. Plavsic served as Chief Technology Officer at Fate Therapeutics, a clinical-stage biopharmaceutical company dedicated to bringing a first-in-class pipeline of induced pluripotent stem cell-derived cellular immunotherapies to patients with cancer and autoimmune disorders, and was previously Chief Technical Officer at Lysogene, a late-stage gene therapy company focused on the treatment of orphan diseases of the central nervous system. Dr. Plavsic also spent over 10 years at Sanofi Genzyme in Technical Operations, where he was head of product safety and global manufacturing process improvement, and in Technology Development & Manufacturing, where he was head of gene therapy development. Before joining Sanofi Genzyme, Dr. Plavsic held various technical leadership positions with AstraZeneca, Q-One Biotech, and Life Technologies. Dr. Plavsic received his Ph.D. in Virology and Immunology and his DVM from the University of Belgrade, and is board certified in Microbiology, subspeciality Virology from the American College of Veterinary Microbiologists, and Regulatory Affairs Certification (RAC) credentialed.

About Aura Biosciences

Aura Biosciences, Inc. is a clinical-stage biotechnology company developing virus-like drug conjugates (VDCs), a novel class of therapies, for the treatment of multiple oncology indications. Aura's lead VDC candidate, belzupacap sarotalocan (bel-sar; AU-011), consists of a virus-like particle conjugated with an anti-cancer agent. Bel-sar is designed to selectively target and destroy cancer cells and activate the immune system with the potential to create long-lasting, anti-tumor immunity. Bel-sar is currently in development for ocular cancers, and Aura has initiated activities for the global Phase 3 trial evaluating first-line treatment of early-stage choroidal melanoma, a vision- and life-threatening form of eye cancer where standard of care with radiotherapy leaves patients with severe comorbidities, including major vision loss. Aura plans to pursue development of bel-sar across its ocular oncology franchise including for the treatment of patients with choroidal metastasis. In addition, leveraging Aura's technology platform, Aura is developing bel-sar more broadly across multiple cancers, including in patients with non-muscle invasive bladder cancer. Aura is headquartered in Boston, MA.

For more information, visit aurabiosciences.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, and other federal securities laws. Any statements that are not statements of historical fact may be deemed to be forward looking statements. Words such as “may,” “will,” “could,” “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “seeks,” “endeavor,” “potential,” “continue” or the negative of such words or other similar expressions that can be used to identify forward-looking statements. These forward looking statements include express or implied statements regarding Aura’s future expectations, plans and prospects, including, without limitation, statements regarding the therapeutic potential of bel-sar for the treatment of cancers including choroidal melanoma, non-muscle invasive bladder cancer and choroidal metastasis; any express or implied statements regarding the Company’s expectations for the Phase 2 and Phase 3 clinical trials of bel-sar for early-stage choroidal melanoma and the Phase 1 trial of bel-sar for non-muscle invasive bladder cancer; and the potential approvability of bel-sar; the Phase 2 trial of bel-sar for choroidal metastasis.

The forward-looking statements in this press release are neither promises nor guarantees, and investors should not place undue reliance on these forward-looking statements because they involve known and unknown risks, uncertainties, and other factors, many of which are beyond Aura’s control and which could cause actual results to differ materially from those expressed or implied by these forward-looking statements, including, without limitation, uncertainties inherent in clinical trials and in the availability and timing of data from ongoing clinical trials; the expected timing for submissions for regulatory approval or review by governmental authorities; the risk that the results of Aura’s clinical trials may not be predictive of future results in connection with future clinical trials; the risk that interim data from ongoing clinical trials may not be predictive of final data from completed clinical trials; the risk that governmental authorities may disagree with Aura’s clinical trial designs; whether Aura will receive regulatory approvals to conduct trials or to market products; whether Aura’s cash resources will be sufficient to fund its foreseeable and unforeseeable operating expenses and capital expenditure requirements; Aura’s ongoing and planned pre-clinical activities; and Aura’s ability to initiate, enroll, conduct or complete ongoing and planned clinical trials. These risks, uncertainties, and other factors include those risks and uncertainties described under the heading “Risk Factors” in Aura’s most recent Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission (SEC) and in subsequent filings made by Aura with the SEC, which are available on the SEC’s website at www.sec.gov. Except as required by law, Aura disclaims any intention or responsibility for updating or revising any forward-looking statements contained in this press release in the event of new information, future developments or otherwise. These forward-looking statements are based on Aura’s current expectations and speak only as of the date hereof and no representations or warranties (express or implied) are made about the accuracy of any such forward-looking statements.

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