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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): July 3, 2026**

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**Aura Biosciences, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**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)

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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 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.

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

### *Appointment of New Director to the Board of Directors*

On July 3, 2026, the Board of Directors (the “Board”) of Aura Biosciences, Inc. (the “Company”) increased the size of the Board from six to seven directors and unanimously appointed Jeremy Bender, Ph.D., M.B.A., as a Class II director, effective July 7, 2026 (the “Effective Date”), to fill the newly created vacancy. Dr. Bender’s term will expire at the Company’s 2029 annual meeting of stockholders. Dr. Bender also has been appointed to the Compensation Committee and the Nominating and Corporate Governance Committee of the Board, effective on the Effective Date. The Board has determined that Dr. Bender qualifies as an independent director and is qualified to serve under the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and the listing rules of the Nasdaq Stock Market LLC.

For his service on the Board, Dr. Bender is eligible to receive the same cash compensation as the Company’s other non-employee directors in accordance with the Company’s Amended and Restated Non-Employee Director Compensation Policy, which was amended and restated by the Board on June 11, 2026 and is described below (the “Policy”). Consistent with the Policy, Dr. Bender has received an initial, one-time stock option award to purchase 60,000 shares of the Company’s common stock, \$0.00001 par value per share (“Common Stock”), and an initial, one-time restricted stock unit award covering 30,000 shares of Common Stock. These initial awards will vest in equal annual installments over three years, and will generally stop vesting if Dr. Bender ceases to serve on the Board.

In addition, Dr. Bender will enter into an indemnification agreement with the Company, the form of which was filed with the SEC 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. Bender for certain expenses (including reasonable attorneys’ fees), judgments, fines, penalties, excise taxes and settlement amounts actually and reasonably incurred by him in any action or proceeding arising out of his service as a director of the Company.

There are currently no arrangements or understandings between Dr. Bender and any other person pursuant to which Dr. Bender was appointed to the Board and there are no family relationships between Dr. Bender and any of the Company’s directors or executive officers. There are currently no transactions in which Dr. Bender has an interest requiring disclosure under Item 404(a) of Regulation S-K.

A copy of the Company’s press release announcing Dr. Bender’s appointment to the Board is 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.

### *Amended and Restated Non-Employee Director Compensation Policy*

Pursuant to the Policy, as amended and restated by the Board on June 11, 2026, the following cash compensation will be provided to each non-employee director of the Board:

<b>Board of Directors:</b>		
Members	\$	40,000
Annual retainer for non-executive chair	\$	30,000
<b>Audit Committee:</b>		
Members (other than chair)	\$	10,000*
Retainer for chair	\$	20,000*
<b>Compensation Committee:</b>		
Members (other than chair)	\$	7,500*
Retainer for chair	\$	15,000*
<b>Nominating and Corporate Governance Committee:</b>		
Members (other than chair)	\$	5,000
Retainer for chair	\$	10,000

\*Prior to June 11, 2026, the annual retainers for members of the Audit Committee was \$7,500 per year (\$15,000 for the chair), and the annual retainers for members of the Compensation Committee was \$6,000 per year (\$12,000 for the chair).

Further, upon initial election to the Board, each non-employee director will receive an initial, one-time stock option award to purchase 60,000 shares (increased from 34,000 shares on June 11, 2026) of Common Stock (the “Initial Option Award”), and an initial, one-time restricted stock unit award covering 30,000 shares (increased from 26,000 shares on June 11, 2026) of Common Stock (the “Initial RSU Award”, and together with the Initial Option Award, the “Initial Award”), provided, if the Value (as defined in the

Policy) of the Initial Award would be greater than \$800,000 (the “Initial Award Cap”), the Initial Option Award and the Initial RSU Award each shall be proportionally reduced to the nearest whole number of stock options and RSUs such that the aggregate Value is less than or equal to the Initial Award Cap. The Initial Award will vest in three equal annual installments, and is generally subject to the non-employee director’s continued service through the applicable vesting date. Furthermore, on the date of each annual meeting of stockholders, each non-employee director who continues as a non-employee director following such meeting (other than a non-employee director who received the Initial Award) will be granted an annual stock option award to purchase 30,000 shares (increased from 17,000 shares on June 11, 2026) of Common Stock (the “Annual Option Award”, and an annual restricted stock unit award covering 15,000 shares (increased from 13,000 shares on June 11, 2026) of Common Stock (the “Annual RSU Award”, and together with the Annual Option Award, the “Annual Award”), provided, if the Value of the Annual Award would be greater than \$400,000 (the “Annual Award Cap”), the Annual Option Award and the Annual RSU Award each shall be proportionally reduced to the nearest whole number of stock options and RSUs such that the aggregate Value is less than or equal to the Annual Award Cap. The Annual Award will vest in full on the earlier of (i) the first anniversary of the grant date or (ii) the Company’s next annual meeting of stockholders, and is generally subject to the non-employee director’s continued service through the applicable vesting date. Such awards are subject to full accelerated vesting upon the sale of the Company.

The Company will reimburse all reasonable out-of-pocket expenses incurred by directors for their attendance at meetings of the Board or any committee thereof.

The foregoing description of the Policy does not purport to be complete and is qualified in its entirety by the terms and conditions of the Policy, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
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10.1#	<a href="#">Aura Biosciences, Inc. Amended and Restated Non-Employee Director Compensation Policy</a>
99.1	<a href="#">Press Release Dated July 8, 2026</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

# Indicates a management contract or any compensatory plan, contract or arrangement.

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**AURA BIOSCIENCES, INC.**  
**AMENDED AND RESTATED**  
**NON-EMPLOYEE DIRECTOR COMPENSATION POLICY**

The purpose of this Non-Employee Director Compensation Policy (the “Policy”) of Aura Biosciences, Inc. (the “Company”) is to provide a total compensation package that enables the Company to attract and retain, on a long-term basis, high-caliber directors who are not employees or officers of the Company or its subsidiaries (“Outside Directors”). This Policy will become effective as of the effective time of the registration statement for the Company’s initial public offering of its equity securities (the “Effective Date”). In furtherance of the purpose stated above, all Outside Directors shall be paid compensation for services provided to the Company as Outside Directors as set forth below:

**Cash Retainers**

Annual Retainer for Board Membership: \$40,000 for general availability and participation in meetings and conference calls of our Board of Directors, to be paid quarterly in arrears, pro-rated based on the number of actual days served by the director during such calendar quarter. No additional compensation will be paid for attending individual meetings of the Board of Directors.

Additional Annual Retainer for Non-Executive Chair: \$30,000

Additional Annual Retainers for Committee Membership:

Audit Committee Chair: \$20,000

Audit Committee member: \$10,000

Compensation Committee Chair: \$15,000

Compensation Committee member: \$7,500

Nominating and Corporate Governance Committee Chair: \$10,000

Nominating and Corporate Governance Committee member: \$5,000

Chair and committee member retainers are in addition to retainers for members of the Board of Directors. No additional compensation will be paid for attending individual committee meetings of the Board of Directors.

## **Equity Retainers**

All grants of equity retainer awards to Outside Directors pursuant to this Policy will be automatic and nondiscretionary and will be made in accordance with the following provisions:

**Initial Award:** Upon his or her initial election to the Board of Directors, each Outside Director will receive an initial, one-time stock option award to purchase 60,000 shares (the “Initial Option Award”) and an initial, one-time restricted stock unit award covering 30,000 shares (the “Initial RSU Award”, and together with the Initial Option Award, the “Initial Award”), which shall vest in equal annual installments over three years from the date of grant, provided, however, that all vesting shall cease if the director resigns from the Board of Directors or otherwise ceases to serve on the Board of Directors of the Company, unless the Board of Directors determines that the circumstances warrant continuation of vesting. The Initial Award shall expire ten years from the date of grant, and shall have a per share exercise price equal to the Fair Market Value (as defined in the Company’s 2021 Stock Option and Incentive Plan) of the Company’s common stock on the date of grant. This Initial Award applies only to Outside Directors who are first elected to the Board of Directors subsequent to the Effective Date. Notwithstanding the foregoing, if the Value of the Initial Award would be greater than \$800,000 (the “Initial Award Cap”), the Initial Option Award and the Initial RSU Award each shall be proportionally reduced to the nearest whole number of stock options and RSUs such that the aggregate Value is less than or equal to the Initial Award Cap.

**Annual Award:** On each date of each Annual Meeting of Stockholders of the Company following the Effective Date (the “Annual Meeting”), each continuing Outside Director, other than a director receiving an Initial Award, will receive an annual stock option award to purchase 30,000 shares (the “Annual Option Award”) and an annual restricted stock unit award covering 15,000 shares (the “Annual RSU Award”, and together with the Annual Option Award, the “Annual Award”), which shall vest in full upon the earlier of (i) the first anniversary of the date of grant or (ii) the date of the next Annual Meeting; provided, however, that all vesting shall cease if the director resigns from the Board of Directors or otherwise ceases to serve on the Board of Directors of the Company, unless the Board of Directors determines that the circumstances warrant continuation of vesting. Such Annual Option Award shall expire ten years from the date of grant, and shall have a per share exercise price equal to the Fair Market Value (as defined in the Company’s 2021 Stock Option and Incentive Plan) of the Company’s common stock on the date of grant. Notwithstanding the foregoing, if the Value of the Annual Award would be greater than \$400,000 (the “Annual Award Cap”), the Annual Option Award and the Annual RSU Award each shall be proportionally reduced to the nearest whole number of stock options and RSUs such that the aggregate Value is less than or equal to the Annual Award Cap.

**Value:** For purposes of this Policy, “Value” means with respect to (i) any stock option award, the grant date fair value of the option (i.e., Black-Scholes Value) determined in accordance with the reasonable assumptions and methodologies employed by the Company for calculating the fair value of options under Financial Accounting Standard Board Accounting Standards Codification Topic 718; and (ii) any award of restricted stock units the product of (A) the closing market price on the Nasdaq Global Market (or such other market on which the Company’s common stock is then principally listed) of one share of the Company’s common

stock on the grant date and (B) the aggregate number of shares of common stock underlying such award.

Sale Event Acceleration: All outstanding Initial Awards and Annual Awards held by an Outside Director shall become fully vested and exercisable or nonforfeitable (as applicable) upon a Sale Event (as defined in the Company's 2021 Stock Option and Incentive Plan).

### **Expenses**

The Company will reimburse all reasonable out-of-pocket expenses incurred by Outside Directors in attending meetings of the Board of Directors or any committee thereof.

### **Maximum Annual Compensation**

The aggregate amount of compensation, including both equity compensation and cash compensation, paid by the Company to any Outside Director in a calendar year for services as an Outside Director shall not exceed \$750,000; provided, however, that such amount shall be \$1,000,000 for the calendar year in which the applicable Outside Director is initially elected or appointed to the Board of Directors; (or such other limits as may be set forth in Section 3(b) of the Company's 2021 Stock Option and Incentive Plan or any similar provision of a successor plan). For this purpose, the "amount" of equity compensation paid in a calendar year shall be determined based on the grant date fair value thereof, as determined in accordance with FASB ASC Topic 718 or its successor provision, but excluding the impact of estimated forfeitures related to service-based vesting conditions.

Adopted October 7, 2021.

Amended and Restated June 20, 2024.

Amended and Restated June 17, 2025.

Amended and Restated June 11, 2026.



## **Aura Biosciences Announces Appointment of Jeremy Bender, Ph.D., M.B.A., to Board of Directors**

**BOSTON, MA – July 8, 2026** – Aura Biosciences, Inc. (NASDAQ: AURA), a clinical-stage biotechnology company developing precision therapies for solid tumors designed to preserve organ function, today announced the appointment of Jeremy Bender, Ph.D., M.B.A., to its Board of Directors.

“I am thrilled to welcome Jeremy to our Board of Directors and excited to be working alongside him again,” said Natalie Holles, Chief Executive Officer of Aura Biosciences. “Jeremy is an accomplished biotechnology leader with deep experience advancing innovative therapies through late-stage development, commercialization and significant value creation in rare oncology. As Aura advances toward potential regulatory approval of bel-sar and prepares for its next phase of growth, his operational and commercial expertise will further strengthen our Board. I look forward to his contributions as we continue executing our strategy to bring the first potential frontline, vision-preserving treatment to patients with early choroidal melanoma.”

“I am honored to join Aura’s Board at this pivotal time for the company,” said Dr. Bender. “Having worked closely with Natalie during her tenure on the Day One Board, I have seen firsthand her strategic vision, thoughtful leadership and unwavering commitment to patients. With enrollment complete in the Phase 3 CoMpass trial and bel-sar advancing toward a potential regulatory approval, Aura is entering an exciting new chapter. I look forward to working with Natalie, the Board and the management team to execute on the company’s strategy, build on its strong foundation and create meaningful value for patients and shareholders.”

Dr. Bender most recently served as Chief Executive Officer, President and a member of the board of directors of Day One Biopharmaceuticals, where he led the company through its evolution into a commercial-stage oncology company, including the approval and launch of OJEMDA® for pediatric low-grade glioma and the company’s approximately \$2.5 billion acquisition by Servier in 2026. Prior to joining Day One, he served as Vice President of Corporate Development at Gilead Sciences. Earlier in his career, Dr. Bender held executive leadership positions at Tizona Therapeutics, Sutro Biopharma and Allos Therapeutics, where he led corporate strategy, business development and operational execution. He began his career in the life sciences practice at Boston Consulting Group. Dr. Bender currently serves as an independent member of the board of directors of Mereo BioPharma Group plc. He previously served on the board of directors of Fusion Pharmaceuticals, Inc. Dr. Bender earned a B.S. in Biological Sciences from Stanford University, a Ph.D. in Microbiology and Immunology from the University of Colorado, and an M.B.A. from the MIT Sloan School of Management.

### **About Aura Biosciences**

Aura Biosciences, Inc. is a clinical-stage biotechnology company focused on developing precision therapies for solid tumors that aim to preserve organ function. Aura’s lead candidate, bel-sar (AU-011), is currently in late-stage development for early choroidal melanoma and in early-stage development in other ocular oncology indications and bladder cancer. Aura is headquartered in Boston, MA. Aura’s mission is to grow as an innovative global oncology company that positively transforms the lives of patients.

For more information, visit [aurabiosciences.com](http://aurabiosciences.com). Follow us on X, [@AuraBiosciences](https://twitter.com/AuraBiosciences), and visit us on LinkedIn.

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## **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 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 multiple cancers; statements regarding Aura’s plans and expectations for its ongoing and future clinical trials of bel-sar; statements regarding the timing and plans for Aura’s Phase 3 CoMpass trial in early choroidal melanoma, including the timing of topline data; statements regarding the potential regulatory approval of bel-sar in early choroidal melanoma; statements regarding Aura’s expectations for an improved quality of life of patients after treatment with bel-sar and changes to the treatment paradigm for patients; and statements regarding Aura’s expectations for the estimated patient populations and related market opportunities for bel-sar.

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 preclinical and clinical trials may not be predictive of future results in connection with future clinical trials; the risk that early or 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, even where Aura has obtained agreement with governmental authorities on the design of such trials, such as the Phase 3 special protocol assessment agreement with the U.S. Food and Drug Administration; 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 preclinical 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 and Quarterly Report on Form 10-Q filed with the United States 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/](http://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.

### **Investor and Media Relations Contact:**

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