

**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**

December 28, 2023
Date of Report (Date of earliest event reported)

Chimerix, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-35867

(Commission File Number)

33-0903395

(IRS Employer Identification No.)

**2505 Meridian Parkway, Suite 100
Durham, NC**

(Address of principal executive offices)

27713

(Zip Code)

Registrant's telephone number, including area code: (919) 806-1074

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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, par value \$0.001 per share | CMRX | 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.

(b) On December 28, 2023, Catherine L. Gilliss, PhD, RN, FAAN notified Chimerix, Inc. (the “Company”) of her resignation as a member of the Board of Directors (the “Board”) and as a member of all committees of the Board on which she serves, effective immediately. Dr. Gilliss’s decision to resign was not the result of any disagreement with the Company on any matter relating to the operations, policies or practices of the Company.

(d) On December 28, 2023, the Board appointed Lisa L. Decker, PhD, to serve as a Class III director of the Company, effective immediately.

In accordance with the Company’s non-employee director compensation policy, as amended, upon her appointment as a director, Dr. Decker was granted a nonqualified stock option to purchase 100,000 shares of the Company’s common stock at an exercise price equal to the closing price of the Company’s common stock on the date of grant. One-third of the shares subject to the stock option will vest and become exercisable on the one-year anniversary of the date of grant and the balance of the shares will vest in a series of 24 equal monthly installments thereafter, such that the option is fully vested on the third anniversary of the date of grant, subject to Dr. Decker’s continuous service through each such vesting date and will vest in full upon a change in control. Additionally, Dr. Decker will be entitled to receive a \$40,000 annual retainer for her service as a director. At each annual stockholder meeting following which Dr. Decker’s term as a director continues, she will be entitled to receive a nonqualified stock option to purchase 60,000 shares of the Company’s common stock, which will vest and become exercisable over a one-year period following the date of grant, subject to Dr. Decker’s continuous service through each such vesting date and will vest in full upon a change in control. Dr. Decker will also enter into the Company’s standard form of indemnification agreement for executive officers and directors. The Company is not aware of any transaction involving Dr. Decker requiring disclosure under Item 404(a) of Regulation S-K.

Additional information about Dr. Decker can be found in the press release issued by the Company, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|----------------------|--|
| 99.1 | Press Release of Chimerix, Inc., dated December 29, 2023. |
| 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.

Chimerix, Inc.

Dated: December 28, 2023

By: /s/ Michael T. Andriole
Michael T. Andriole
President and Chief Executive Officer



Chimerix Appoints Lisa Decker to Board of Directors

Seasoned Industry Executive Brings More Than 25 Years of Leadership and Business Development Experience

DURHAM, N.C., December 29, 2023 (GLOBE NEWSWIRE) -- Chimerix (NASDAQ:CMRX), a biopharmaceutical company whose mission is to develop medicines that meaningfully improve and extend the lives of patients facing deadly diseases, today announced Lisa Decker, Chief Business Officer at IGM Biosciences, has been appointed to Chimerix's Board of Directors. Ms. Decker replaces Catherine Gilliss PhD, RN, FAAN, who is simultaneously retiring from the Chimerix Board after nearly 10 years of service.

“We are delighted to welcome Lisa to the Chimerix Board of Directors. She brings a wealth of scientific expertise, oncology drug development and business development experience that will be important assets to Chimerix as we advance our pipeline toward commercialization,” said Mike Andriole, Chief Executive Officer of Chimerix. “We also thank Catherine for her valuable insight and judgement to the Chimerix Board over her tenure and for the impact she has had on the company during that time. Chimerix is well positioned for the years ahead and we thank her for her many contributions over her nearly decade of service.”

Prior to her role at IGM Biosciences, Ms. Decker was Chief Business Officer at Atreca Inc., where she oversaw the business development and alliance management functions. Before that, she served in multiple roles at Nektar Therapeutics, most recently serving as Vice President, Business Development. Earlier, she served as Associate Director in the Office of Technology Management at the University of Massachusetts Medical School. Ms. Decker received her Ph.D. in Immunology from Tufts University School of Medicine and her B.A. in Biology from the College of the Holy Cross.

About Chimerix

Chimerix is a biopharmaceutical company with a mission to develop medicines that meaningfully improve and extend the lives of patients facing deadly diseases. The Company’s most advanced clinical-stage development program, ONC201, is in development for H3 K27M-mutant glioma.

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