



Edgar Filing: Sarepta Therapeutics, Inc. - Form 8-K

(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 (see General Instructions A.2. below):

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

On December 10, 2018, the Board of Directors (the “Board”) of Sarepta Therapeutics, Inc. (the “Company”) elected Dr. Mary Ann Gray to serve as a Group I Director on the Board until the 2020 annual meeting of stockholders, or until her successor is earlier elected. Dr. Gray will also serve as a member of the Compensation Committee and the Nominating and Corporate Governance Committee of the Board.

In accordance with the Company’s updated Non-Employee Director Compensation Policy (the “Policy”), Dr. Gray received an initial grant of an option to purchase 5,711 shares of the Company’s common stock (the “Option”) and 2,901 restricted stock units (“RSUs”). The Option has an exercise price of \$122.80 per share, which is equal to the closing price of the Company’s common stock on December 10, 2018 (the “Grant Date”). The Option and the RSUs will vest in three equal annual installments beginning December 10, 2019, subject to continued service to the Board. In addition, consistent with the Policy as described in the Company’s Proxy Statement for the Company’s 2018 Annual Meeting of Stockholders, Dr. Gray will receive cash compensation of \$50,000 per year for her service on the Board and an additional fee of \$9,000 per year for her service as a member of the Compensation Committee, and \$6,500 per year for her service as a member of the Nominating and Corporate Governance Committee, payable on a quarterly basis at the beginning of the applicable quarter. Dr. Gray will also be eligible to receive annual grants of equity awards pursuant to and in accordance with the Company’s Policy as in effect from time to time.

There are no arrangements or understandings between Dr. Gray and any other person pursuant to which Dr. Gray was elected to the Board, and there are no relationships between Dr. Gray and the Company that would require disclosure under Item 404(a) of Regulation S-K of the Securities Exchange Act of 1934, as amended.

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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.

Sarepta Therapeutics, Inc.

By: /s/ Douglas S. Ingram  
Douglas S. Ingram  
President and Chief Executive Officer

Date: December 11, 2018