

**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): June 10, 2019

UNUM THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38443
(Commission
File Number)

46-5308248
(I.R.S. Employer
Identification No.)

200 Cambridge Park Drive, Suite 3100
Cambridge, Massachusetts
(Address of principal executive offices)

02140
(Zip Code)

Registrant's telephone number, including area code (617) 945-5576

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, \$0.001 Par Value	UMRX	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.

Resignation of Michael Vasconcelles, M.D. as Chief Medical Officer

On June 10, 2019, Michael Vasconcelles, M.D. notified Unum Therapeutics Inc. (the “Company”) of his resignation as Chief Medical Officer of the Company, effective as of July 15, 2019. To facilitate an orderly transition, Dr. Vasconcelles is expected to continue to serve as an advisor to the Company on clinical development.

Employment Agreement with Matthew Osborne as Chief Financial Officer

The Company has entered into an employment agreement with Matthew Osborne, pursuant to which Mr. Osborne will serve as Chief Financial Officer of the Company, effective as of June 24, 2019 (the “Commencement Date”).

Prior to joining the Company, Mr. Osborne was the Vice President of Investor Relations and Corporate Communications at Voyager Therapeutics, a biopharmaceutical company, from 2016 to 2019. Prior to Voyager Therapeutics, he was the Global Head of Investor Relations at Shire Pharmaceuticals plc from 2015 to 2016. From 2011 to 2015, Mr. Osborne was the Vice President of Corporate Communications and Investor Relations at Synageva BioPharma. He also served as Director of Investor Relations at Vertex Pharmaceuticals. Prior to his roles at pharmaceutical and biotech companies, Mr. Osborne was a research associate and sell-side analyst at Leerink Swann and Company and Lazard Capital Markets, respectively. Mr. Osborne received his B.S. in Biology from Syracuse University, and an M.B.A. from the D’Amore-McKim School of Business at Northeastern University.

Mr. Osborne’s employment agreement provides for “at will” employment. Pursuant to the terms of his employment agreement, Mr. Osborne is entitled to an annual base salary of \$370,000. Mr. Osborne is also eligible for annual incentive compensation targeted at 40% of his base salary. Pursuant to the terms of his employment agreement, and subject to final approval by the Board of Directors of the Company (the “Board”) on or after the Commencement Date, Mr. Osborne will also be granted a stock option to purchase 190,000 shares of the Company’s common stock (the “New Hire Options”). The New Hire Options will have a ten-year term and will vest as to 25% of the shares underlying the stock option on the first anniversary of the Commencement Date and as to the remaining 75% of the shares underlying the stock option in equal monthly installments over the 36 months thereafter. Additionally, pursuant to the terms of his employment agreement, and subject to final approval by the Board, on or after the Commencement Date, Mr. Osborne will also be granted a stock option to purchase up to 100,000 shares of the Company’s common stock, which will have a ten-year term and will vest based on certain performance metrics as may be determined by the Board or the Compensation Committee of the Board (the “Performance-based Options”, together with the New Hire Options, collectively, the “Options”). All Options granted to Mr. Osborne will have an exercise price per share equal to the closing price of the Company’s common stock on the grant date. Mr. Osborne is eligible to participate in the employee benefit plans generally available to full-time employees, subject to the terms of those plans. Pursuant to the terms of his employment agreement, if Mr. Osborne’s employment is terminated by us without cause (as defined in his employment agreement) or by Mr. Osborne for good reason (as defined in his employment agreement), Mr. Osborne will receive any base salary through the date of termination, unpaid expense reimbursements, unused vacation accrued through the date of termination, and any vested benefits under any employee benefit plan through the date of termination. Additionally, subject to Mr. Osborne’s execution of a release of potential claims against us, Mr. Osborne will be entitled to receive: (i) a lump sum in cash in an amount equal to nine months of base salary, (ii) a monthly cash payment for nine months for medical and dental benefits or Mr. Osborne’s COBRA health continuation period, whichever ends earlier, and (iii) acceleration of vesting on any Options in which Mr. Osborne would have vested if he had remained employed for an additional nine months. However, in the event that Mr. Osborne’s employment is terminated by us without cause, or Mr. Osborne terminates his employment with us for good reason, in either case within 12 months following the occurrence of a change in control (as defined in his employment agreement), in lieu of the severance payments and benefits described in the preceding sentence and subject to Mr. Osborne’s execution of a release of potential claims against us, Mr. Osborne will be entitled to receive: (i) a lump sum in cash in an amount equal to 12 months of base salary, (ii) a lump sum in cash in an amount equal to 100% of Mr. Osborne’s target bonus for the then-current year, (iii) a monthly cash payment for 12 months for medical and dental benefits or Mr. Osborne’s COBRA health continuation period, whichever ends earlier, and (iv) acceleration of vesting on any Options.

In connection with Mr. Osborne's appointment as Chief Financial Officer, Mr. Osborne will enter into the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.7 to the Company's Registration Statement on Form S-1 (File No. 333-223414) filed with the Securities and Exchange Commission on March 19, 2018. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Mr. Osborne for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as one of our officers. In addition, Mr. Osborne entered into a Confidentiality and IP Assignment Agreement that contains, among other things, non-competition and non-solicitation provisions that apply during the term of Mr. Osborne's employment and for one year thereafter.

Mr. Osborne has no family relationship with any of the executive officers or directors of the Company. There are no arrangements or understandings between Mr. Osborne and any other person pursuant to which he was appointed as an officer of the Company.

Item 8.01 Other Events

Promotion of Jessica Sachs to Chief Medical Officer

On June 13, 2019, the Board promoted Jessica Sachs to Chief Medical Officer of the Company, effective as of July 15, 2019.

On June 13, 2019, the Company issued a press release announcing the changes to the leadership team. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated into this Item 8.01 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Unum Therapeutics Inc. on June 13, 2019 furnished herewith.

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: June 13, 2019

UNUM THERAPEUTICS INC.

By: /s/ Charles Wilson
Charles Wilson, Ph.D.
Chief Executive Officer and President

Unum Therapeutics Strengthens and Expands Leadership Team

– *Matthew Osborne Appointed as Chief Financial Officer* –
– *Jessica Sachs Promoted to Chief Medical Officer* –
– *Mert Aktar Appointed as Head of Business and Corporate Development* –

CAMBRIDGE, Mass., June 13, 2019 (GLOBE NEWSWIRE) — Unum Therapeutics Inc. (NASDAQ: UMRX), a clinical-stage biopharmaceutical company focused on the development of cellular immunotherapies to treat cancer based on its novel T cell technology platforms, today announced new additions to its leadership team. Matthew Osborne will be joining as Chief Financial Officer, effective June 24, 2019. Jessica Sachs, M.D., will become Chief Medical Officer, effective July 15, 2019, replacing Michael Vasconcelles, M.D., who is transitioning to a clinical advisory role and departing the company. Mert Aktar has been appointed to the newly created role of Head of Business and Corporate Development. Each new executive has a proven track record of excellence and adds decades of experience to the Unum leadership team.

“We are excited to welcome Matt, Jessica, and Mert to the leadership team at Unum. They each bring deep experience to their respective functions, and their contributions will be important to our work building our pipeline of engineered T cell therapies across a broad range of cancers,” said Chuck Wilson, President and Chief Executive Officer of Unum. “I would also like to thank Mike Vasconcelles for his enormous contributions at Unum over the last several years, and I look forward to continuing to work with him as he transitions into an advisory role.”

“I’ve supported many companies throughout my career helping to bring innovative and transformative new therapies to patients, and am excited about Unum’s cutting-edge T cell therapy platforms, ACTR and BOXR, with potential best-in-class product profiles in lymphoma and myeloma, and expanding these platforms in solid tumors,” said Mr. Osborne. “I look forward to joining the talented leadership team at Unum and working together to make a difference in the lives of patients with cancer.”

Mr. Osborne joins Unum with over 20 years of biotechnology capital markets and corporate industry experience from past roles as an equity research analyst on Wall Street and as a highly-respected corporate communications and investor relations professional in the biotechnology industry. Most recently, he was vice president of corporate affairs, communications and investor relations at Voyager Therapeutics, and he also served as global head of investor relations at Shire plc (now Takeda) during its acquisitions of Baxalta Inc. and Dyax Corp., vice president of corporate communications and investor relations at Synageva BioPharma from its public inception through its acquisition by Alexion Pharmaceuticals, and investor relations at Vertex Pharmaceuticals as part of an Institutional Investor highly-ranked investor relations team. On Wall Street as a biotechnology sell-side analyst, he covered small-to-large cap biotechnology companies at Lazard Capital Markets and Leerink Swann (now SVB Leerink) analyzing the development of several blockbuster drugs across multiple therapeutic areas. Mr. Osborne received a B.S. in Biology from Syracuse University and M.B.A. from the D’Amore-McKim School of Business at Northeastern University.

Dr. Sachs has over 16 years of experience in oncology and pediatrics, including a decade in industry. She has been serving as Vice President of Clinical Sciences at Unum since 2017, where she has been responsible for the clinical development strategy and medical and translational oversight of the Unum portfolio. Prior to joining Unum, Dr. Sachs spent several years at Takeda/Millennium where she led multiple clinical programs in oncology and transplantation, and at Genzyme Corporation, where she was responsible for post-marketing safety surveillance and risk management activities for a variety of oncology products. Dr. Sachs has been a faculty member of the Harvard Medical School since 2007 and is an Assistant in Pediatrics in the Division of Pediatric Hematology/Oncology at the Massachusetts General Hospital. She completed her fellowship in pediatric hematology and oncology at the Dana Farber Cancer Institute and Children's Hospital Boston. She received her M.D. from Washington University in St. Louis and her B.S. from Duke University.

Mr. Aktar has 19 years of multinational experience in pharmaceuticals and biotechnology, including leadership roles in business development and technical operations. He joins Unum from Shire plc (now Takeda) where he most recently served as global head of hematology and immunology business development. While at Shire, Mr. Aktar led a team responsible for identification, evaluation and execution of global business development opportunities and facilitated the company's acquisitions of Baxalta Inc. and Dyax Corp. Prior to Shire, Mr. Aktar held positions of increasing responsibility at Biogen, ensuring clinical and commercial supply of biologics across diverse therapeutic areas. Mr. Aktar received a B.S. in Chemical Engineering from Worcester Polytechnic Institute, M.S. in Engineering Management from Tufts University, and M.B.A. from the Massachusetts Institute of Technology Sloan School of Management.

About Unum Therapeutics

Unum Therapeutics is a clinical-stage biopharmaceutical company providing potentially curative T cell therapies to treat a broad range of cancer patients. Unum's novel proprietary technologies include Antibody-Coupled T cell Receptor (ACTR), a universal, engineered cell therapy intended to be used in combination with a wide range of tumor-specific antibodies to target different tumor types, and Bolt-On Chimeric Receptor (BOXR), an approach for improving T cell functionality in solid tumor cancer applications. Unum has four programs currently in Phase I clinical testing, including ACTR707 used in combination with rituximab in adult patients with r/r NHL; ACTR087 used in combination with the novel antibody SEA-BCMA in r/r multiple myeloma; and ACTR707 used in combination with trastuzumab in adult patients with HER2+ advanced cancer. The Company is headquartered in Cambridge, MA.

Forward-Looking Statements

This press release contains forward-looking statements including, without limitation, statements regarding our future expectations, plans and prospects, including projections regarding future revenues and financial performance, our long-term growth, enrollment and results for our preclinical and clinical activities, the development of our product candidates, including the lead ACTR product candidates and the BOXR platform and product candidates, and the anticipated timing of any of our clinical trials and regulatory filings, as well as other statements containing the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” or “would” and similar expressions, constitute forward-looking statements within the meaning of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995, as amended. We may not actually achieve the forecasts disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results could differ materially from the projections disclosed in the forward-looking statements we make as a result of a variety of risks and uncertainties, including risks related to the accuracy of our estimates regarding expenses, future revenues, capital requirements, and the need for additional financing, the success, cost and timing of our product development activities and clinical trials, our ability to obtain and maintain regulatory approval for our product candidates, and the other risks and uncertainties described in the “Risk Factors” sections of our public filings with the Securities and Exchange Commission. In addition, the forward-looking statements included in this press release represent our views as of the date hereof. We anticipate that subsequent events and developments may cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date hereof.

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