

**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 16, 2021

SYNOLOGIC, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37566
(Commission
File Number)

26-1824804
(IRS Employer
Identification No.)

301 Binney St., Suite 402
Cambridge, MA
(Address of principal executive offices)

02142
(Zip Code)

Registrant's telephone number, including area code: (617) 401-9975

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 (see General Instruction 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))

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	SYBX	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 1.01 Entry into a Material Definitive Agreement

On June 16, 2021, Synlogic Operating Company, Inc. (the “**Company**”), a wholly-owned subsidiary of Synlogic, Inc. (“**Synlogic**”), F. Hoffmann-La Roche Ltd (“**Roche Basel**”) and Hoffmann-La Roche Inc. (“**Roche US**”, and together with Roche Basel, “**Roche**”) entered into a Pilot Collaboration and Option Agreement (the “**Roche Collaboration and Option Agreement**”). Under the terms of the Roche Collaboration and Option Agreement, the Company and Roche will seek to collaborate to research and pre-clinically develop a Synthetic Biotic medicine for the treatment of inflammatory bowel disease (the “**Product Candidate**”).

During the research period of the Roche Collaboration and Option Agreement, Synlogic is eligible to receive a technology access fee of \$1.0 million and up to \$5.0 million in milestone payments upon the achievement of certain success criteria. Under the Roche Collaboration and Option Agreement, following the research period, Roche holds an exclusive option right (the “**Option**”) to negotiate a definitive collaboration and license agreement for further development of the Product Candidate.

Pursuant to the Roche Collaboration and Option Agreement, during the term of such agreement, each party has granted to the other party a non-exclusive, non-transferrable, non-sublicensable, royalty-free right and license to certain intellectual property and know-how controlled by such party, solely as necessary for the party to perform its obligations under the Roche Collaboration and Option Agreement. The parties will establish a Joint Research Committee to oversee and manage the execution of the underlying study plan for the Roche Collaboration and Option Agreement.

The Roche Collaboration and Option Agreement includes various representations, warranties, covenants, indemnities, and other customary provisions. Roche may terminate the Roche Collaboration and Option Agreement without cause immediately upon written notice where certain success criteria have been met for parts of the study plan, or upon ninety (90) days’ prior written notice to the Company. Either party may terminate the Roche Collaboration and Option Agreement in the event of an uncured material breach of the other party.

The foregoing summary of the Roche Collaboration and Option Agreement is qualified in their entirety by the text of the Roche Collaboration and Option Agreement which will be filed as an exhibit to Synlogic’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2021.

Item 8.01 Other Events

On June 17, 2021, the Company issued a press release announcing the Roche Collaboration and Option Agreement. The full text of the Company’s press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release dated June 17, 2021](#)

Cautionary Note on Forward-Looking Statements

This Current Report on Form 8-K includes forward-looking statements. Such forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statements. Examples of forward-looking statements include, among others, statements Synlogic is making regarding: (i) potential milestone payments pursuant to the Roche Collaboration and Option Agreement, (ii) the therapeutic and commercial potential of the Product Candidate, (iii) potential exercise of the Option by Roche, and (iv) Synlogic’s expectations regarding the collaboration with Roche. Actual results could differ materially as a result of various risks, which are identified under the heading “Risk Factors” included in Synlogic’s most recent Form 10-Q filing and in other future filings with the SEC. The forward-looking statements contained in this Current Report on Form 8-K reflect Synlogic’s current views with respect to future events, and Synlogic does not undertake and specifically disclaims any obligation to update any forward-looking statements.

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.

SYNLOGIC, INC.

Date: June 17, 2021

By: /s/ Gregg Beloff

Name: Gregg Beloff

Title: Interim Chief Financial Officer



Synlogic Enters Research Collaboration with Roche for Development of Novel Therapy to Treat Inflammatory Bowel Disease

Cambridge, Mass. (PR Newswire) June 17, 2021 – Synlogic, Inc. (Nasdaq: SYBX), a clinical stage company bringing the transformative potential of synthetic biology to medicine, announced today that it has entered into a research collaboration agreement with Roche for the discovery of a novel Synthetic Biotic™ medicine for the treatment of inflammatory bowel disease (IBD). Under the terms of the agreement, Synlogic and Roche will collaborate to develop a Synthetic Biotic medicine addressing an undisclosed novel target in IBD.

“Our mission is to develop Synthetic Biotic medicines that benefit patients in meaningful ways,” said David Hava, Ph.D., Synlogic’s Chief Scientific Officer. “We are excited to expand our efforts in inflammation, working to address the unmet needs of patients with inflammatory bowel disease.”

“We are excited to work with Synlogic and explore the potential of a new modality for the treatment of IBD,” said James Sabry, Global Head, Roche Pharma Partnering. “Synlogic and Roche share a commitment to advancing innovative science and delivering transformative medicines to patients living with inflammatory disease.”

At the conclusion of the research period, Roche will have the exclusive option to enter a licensing and collaboration agreement for further development and commercialization of the program.

Learn more about Synlogic’s programs and pipeline by visiting <https://www.synlogictx.com/>.

About Synlogic

Synlogic™ is bringing the transformative potential of synthetic biology to medicine. With a premiere synthetic biology platform that leverages a reproducible, modular approach to microbial engineering, Synlogic designs Synthetic Biotic medicines that target validated underlying biology to treat disease in new ways. Synlogic’s proprietary pipeline includes Synthetic Biotics for the treatment of metabolic disorders including Phenylketonuria (PKU) and Enteric Hyperoxaluria.

Forward-Looking Statements

This press release contains “forward-looking statements” that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this press release regarding strategy, future operations, clinical development plans, future financial position, future revenue, projected expenses, prospects, plans and objectives of management



are forward-looking statements. In addition, when or if used in this press release, the words “may,” “could,” “should,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “predict” and similar expressions and their variants, as they relate to Synlogic may identify forward-looking statements. Examples of forward-looking statements, include, but are not limited to, statements regarding the potential milestone payments pursuant to the research collaboration agreement; the therapeutic and commercial potential of the program; statements regarding the potential of Synlogic’s platform to develop therapeutics to address a wide range of diseases including: cancer, inborn errors of metabolism, and inflammatory and immune disorders; our expectations about sufficiency of our existing cash balance; the future clinical development of Synthetic Biotic medicines; and the approach Synlogic is taking to discover and develop novel therapeutics using synthetic biology. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including: the uncertainties inherent in the clinical and preclinical development process; the ability of Synlogic to protect its intellectual property rights; and legislative, regulatory, political and economic developments, as well as those risks identified under the heading “Risk Factors” in Synlogic’s filings with the SEC. The forward-looking statements contained in this press release reflect Synlogic’s current views with respect to future events. Synlogic anticipates that subsequent events and developments will cause its views to change. However, while Synlogic may elect to update these forward-looking statements in the future, Synlogic specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Synlogic’s view as of any date subsequent to the date hereof.

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