

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): December 8, 2020

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

(d) Election of Director

On December 8, 2020, the Board of Directors (the “Board”) of Synlogic, Inc. (the “Company”), following the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Michael Heffernan effective December 8, 2020 (the “Effective Date”), as a director to the Board to serve as a Class II Director with a term expiring at the Company’s 2023 annual meeting of stockholders.

Mr. Heffernan is the Founder and Chairman of the Board of Collegium Pharmaceutical, Inc. (“Collegium”), a specialty pharmaceutical company developing and commercializing products for people suffering from pain and served as the President and Chief Executive Officer of Collegium from October 2003 to June 2018. Previously, Mr. Heffernan was the Chief Executive Officer of PreCISION Dermatology (formerly Onset Dermatologics), a dermatology focused company that was spun out of Collegium and which was acquired by Valeant Pharmaceuticals International in 2014. Previously, Mr. Heffernan was Co-founder and Chief Executive Officer of Clinical Studies Ltd., a pharmaceutical contract research organization that was acquired by PhyMatrix Corp. and later served as Chief Executive Officer and Chairman of PhyMatrix. Mr. Heffernan began his career at Eli Lilly and Company and served in numerous sales and marketing roles. Mr. Heffernan is currently a member of the Board of Directors of Trevi Therapeutics, Inc., Akebia Therapeutics, Inc. and Biohaven Pharmaceutical Holding Company Ltd. Mr. Heffernan is also on the private company Board of Directors of Carisma Therapeutics, Inc., where he also serves as Chairman and Avenge Bio, Inc., which he co-founded. Mr. Heffernan earned his B.S. Degree in pharmacy from the University of Connecticut and is a Registered Pharmacist.

In connection with Mr. Heffernan’s election to the Board, and pursuant to the Company’s Amended and Restated Non-Employee Director Compensation Program (the “Director Compensation Program”), on December 8, 2020, Mr. Heffernan was granted a stock option to purchase 30,000 shares of the Company’s common stock. The stock option has an exercise price per share equal to the closing price of the Company’s common stock on The Nasdaq Capital Market on the date of grant. The stock option will vest in substantially equal installments on each of the first three anniversaries of the date of grant, subject to Mr. Heffernan’s continued service as a director.

In addition, Mr. Heffernan is entitled to receive an annual cash retainer of \$40,000 for his service as a non-employee director of the Company pursuant to the Director Compensation Program, prorated for the portion of the year that Mr. Heffernan serves as a director.

Also in connection with Mr. Heffernan’s election to the Board, Mr. Heffernan and the Company will enter into an indemnification agreement in the form the Company has entered into with its other non-employee directors, which form is filed as Exhibit 10.13 to the Company’s Amendment No. 1 to its Registration Statement on Form S1 (File No. 333-206544) filed by the Company on September 11, 2015. Under this agreement, the Company will agree, among other things, to indemnify Mr. Heffernan for certain 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 the Company’s directors.

There are no arrangements or understandings between Mr. Heffernan and any other person pursuant to which Mr. Heffernan was appointed as a director. There are no transactions to which the Company is a party and in which Mr. Heffernan has a material interest that are required to be disclosed under Item 404(a) of Regulation S-K. Mr. Heffernan has not previously held any positions with the Company and has no family relations with any directors or executive officers of the Company.

On December 9, 2020, the Company issued a press release announcing Mr. Heffernan’s appointment to the Board, a copy of which is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
99.1	Press Release dated December 9, 2020.
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.

SYNLOGIC, INC.

Date: December 9, 2020

By: /s/ Aoife Brennan

Name: Aoife Brennan

Title: President and Chief Executive Officer

Synlogic Appoints Michael Heffernan to its Board of Directors

CAMBRIDGE, Mass., Dec. 9, 2020 /PRNewswire/ -- Synlogic, Inc. (Nasdaq: SYBX), a clinical stage company bringing the transformative potential of synthetic biology to medicine, today announced the appointment of Michael Heffernan to its board of directors.

"We are delighted to welcome Mike to our Board," said Aoife Brennan, M.B, Ch.B., Synlogic's President and Chief Executive Officer. "His deep experience leading growing companies as both an executive and a board member will be a tremendous asset as our Synthetic Biotic portfolio progresses towards multiple opportunities for clinical proof of concept in the new year. We look forward to learning from his experience building companies that change patients' lives."

Mr. Heffernan is a seasoned entrepreneur and biopharmaceutical leader with over 25 years of experience building and leading development stage and commercial companies. He is the Founder and Chairman of the Board of Collegium Pharmaceutical where he served as President and CEO until June 2018. He co-founded Avenge Bio, an Immuno-Oncology company that he is actively managing, and was previously CEO of Onset Dermatologics, a dermatology company that he founded and spun out of Collegium to create PreCision Dermatology, which was later sold to Valeant. Mr. Heffernan held previous positions as co-founder and CEO of Clinical Studies Ltd. and later served as CEO and Chairman of PhyMatrix Corp. He earned his B.S. degree in Pharmacy from the University of Connecticut and began his career at Eli Lilly and Company.

Mr. Heffernan serves on the board of directors of Akebia Therapeutics, Inc. (AKBA), Trevi Therapeutics, Inc. (TRVI) and Biohaven Pharmaceutical Holding Company Ltd. (BHVN). He previously served on the board of directors of Keryx Biopharmaceuticals, Inc., Ocata Therapeutics, Inc., Cornerstone Therapeutics Inc., and Veloxis Pharmaceuticals A/S.

"Synlogic has made significant progress this year across their metabolic and immunomodulation programs," said Mr. Heffernan. "I am thrilled to be joining at this pivotal stage as the company moves forward into a data rich 2021, and I look forward to contributing to Synlogic's future success."

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 (HOX). The company is also building a portfolio of partner-able assets in immunology and oncology.

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 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; the future clinical development of Synthetic Biotic medicines; the approach Synlogic is taking to discover and develop novel therapeutics using synthetic biology; and the expected timing of Synlogic's clinical trials and availability of clinical trial data. 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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