

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): February 09, 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 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 February 9, 2021, 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 Lisa Kelly-Croswell, effective February 9, 2021 (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.

Since September 2013, Ms. Kelly-Croswell has been serving as the Senior Vice President and Chief of Human Resources for Boston Medical Center Health System – an academic medical center including a health plan as well as biomedical and clinical research portfolios. Previously, Ms. Kelly-Croswell served as SVP, Human Resources at Vertex Pharmaceuticals, Inc. (“Vertex”) from July 2006 to June 2013. Prior to Vertex, she also served as Vice President, HR for Nitromed, a biotechnology company with an approved personalized medicine. Previously, Ms. Kelly-Croswell served as SVP, HR for Healthcare and Service Operations at CIGNA. She also held multiple leadership roles at the Monsanto Company in global Finance, R&D, and as an expatriate based in Singapore. Ms. Kelly-Croswell began her career in a series of progressive HR positions at Frito-Lay, Inc. with a deeper focus in manufacturing. Ms. Kelly-Croswell received a B.S., Finance and M.A., Labor and Industrial Relations from the University of Illinois at Urbana-Champaign.

In connection with Ms. Kelly-Croswell’s election to the Board, and pursuant to the Company’s Amended and Restated Non-Employee Director Compensation Program (the “Director Compensation Program”), on February 9, 2021, Ms. Kelly-Croswell 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 Ms. Kelly-Croswell’s continued service as a director.

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

Also in connection with Ms. Kelly-Croswell’s election to the Board, Ms. Kelly-Croswell 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 S-1 (File No. 333-206544) filed by the Company on September 11, 2015. Under this agreement, the Company will agree, among other things, to indemnify Ms. Kelly-Croswell for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by her in any action or proceeding arising out of his service as one of the Company’s directors.

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

On February 9, 2021, the Company issued a press release announcing Ms. Kelly-Croswell’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

Exhibit No.	Description
99.1	Press Release dated February 10, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Synlogic Appoints Lisa Kelly-Croswell to its Board of Directors

CAMBRIDGE, Mass., Feb. 10, 2021 /PRNewswire/ -- Synlogic, Inc. (Nasdaq: SYBX), a clinical stage company bringing the transformative potential of synthetic biology to medicine, today announced the appointment of Lisa Kelly-Croswell to its board of directors.

"We are delighted to welcome Lisa to our Board," said Aoife Brennan, M.B, Ch.B., Synlogic's President and Chief Executive Officer. "Lisa is an exceptional leader with over 25 years of experience across the healthcare spectrum. Her expertise in rapid growth business environments and building high impact teams to drive innovation will be hugely valuable to Synlogic. We are looking forward to learning from Lisa's experience in healthcare delivery and organizational effectiveness as we drive towards making a meaningful impact for patients."

Lisa Kelly-Croswell is a global Human Resources executive with over 30 years of experience in assignments commonly involving rapid business growth, performance turnarounds and innovation. Lisa currently serves as Senior Vice President and Chief Human Resources Officer for Boston Medical Center Health System (BMCHS)—an academic medical center including a health plan as well as biomedical and clinical research portfolios. Prior to BMCHS, Ms. Kelly-Croswell was Senior Vice President, HR and Corporate Services at Vertex Pharmaceuticals, where for seven years she was part of the executive team evolving the company from an early stage biotech, to a fully commercialized pharmaceutical company. Prior to Vertex, she also served as Vice President HR for Nitromed, a biotech with an approved personalized medicine.

Previously, Ms. Kelly-Croswell served as SVP, HR for Healthcare and Service Operations at CIGNA. She also held multiple leadership roles at the Monsanto Company in global Finance, R&D, and as an expatriate based in Singapore. She began her career in a series of progressive HR positions at Frito-Lay, Inc. with a deeper focus in manufacturing, and received a B.S., Finance and M.A., Labor and Industrial Relations from the University of Illinois at Urbana-Champaign. She is a current and past Board Member for multiple non-profit organizations.

"Great biotech companies begin and end with people," said Ms. Kelly-Croswell. "The patients they serve, and the people that make it all happen. I am thrilled to be joining Synlogic at such a growth stage in the company's history. With three programs moving through the clinic and a talented team driving towards a data rich 2021, I welcome the opportunity to contribute to the continued success of both the company and the patients they hope to benefit."

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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