
**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): October 1, 2018

SYNLOGIC, 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)

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

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))

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

As previously disclosed in Synlogic, Inc.'s (the "Company") Quarterly Report on Form 10-Q for the period ended June 30, 2018 (the "10-Q"), on May 10, 2018, Aoife Brennan, M.B., B.Ch. was appointed to serve as the Company's Interim President and Chief Executive Officer. On October 1, 2018, the Company's Board of Directors named Dr. Brennan as the Company's President and Chief Executive Officer on a full-time basis and appointed Dr. Brennan as a member of the Company's Board of Directors.

In connection with her appointment, the Company entered into an amended and restated offer letter with Dr. Brennan (the "Employment Agreement"), pursuant to which Dr. Brennan will receive (i) an annual base salary of \$490,000 commencing as of October 2, 2018 (the "CEO Salary"), (ii) a target bonus of 40% of the CEO Salary and (iii) a one-time grant of an option to purchase an aggregate of 150,000 shares of the Company's common stock at an exercise price equal to the fair market value on the date of the grant, which option will vest as to one-fourth of the shares on the first anniversary of Dr. Brennan's start date as President and Chief Executive Officer and as to the remainder in equal monthly installments for the following 36 months, continuing for so long as Dr. Brennan continues to serve as the Company's President and Chief Executive Officer.

The Employment Agreement provides that, in the event that Dr. Brennan's employment is terminated for any reason other than for "cause," death or "disability," or by Dr. Brennan for "good reason" (each as defined in the Employment Agreement), subject to the execution and effectiveness of a separation agreement and release, she will be entitled to receive (i) continuing severance pay at a rate equal to 100% of her base salary, as then in effect (less applicable withholding), for a period of 12 months from the date of such termination, to be paid periodically in accordance with normal Company payroll practices; (ii) the right to continue health care benefits under COBRA, paid by the Company at a cost similar for active and similarly situated employees who receive the same type of coverage until the earlier of (a) 12 months from termination, or (b) the date on which Dr. Brennan becomes eligible for healthcare insurance with a subsequent employer, and (iii) a lump-sum payment equal to the prorated portion of the target bonus for the fiscal year in which Dr. Brennan is terminated.

The Employment Agreement provides that, in the event Dr. Brennan's employment is terminated on account of death, "disability," resignation for "good reason" or without "cause," in any case, within the 12-month period immediately following or the 30-day period immediately prior to a "change in control," then Dr. Brennan's outstanding unvested restricted stock and/or options shall become fully vested.

In addition, Dr. Brennan has entered into a non-solicitation and non-competition agreement that applies during the term of Dr. Brennan's employment and for 12 months thereafter.

The foregoing summary of the Employment Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Employment Agreement, which will be filed as an exhibit to a future periodic report to be filed with the Securities and Exchange Commission.

Dr. Brennan's biographical and other information required to be disclosed hereunder is included in the 10-Q and is incorporated herein by reference.

On October 2, 2018, the Company issued a press release announcing Dr. Brennan's appointment as Chief Executive Officer and President, 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.

**Exhibit
Number**

Description

99.1 [Press Release, October 2, 2018.](#)

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: October 4, 2018

By: /s/ Todd Shegog

Name: Todd Shegog

Title: Chief Financial Officer



Synlogic Appoints Dr. Aoife Brennan as President and Chief Executive Officer

Cambridge, Mass. (Business Wire) October 2, 2018 – Synlogic, Inc. ([Nasdaq: SYBX](#)), a clinical stage company applying synthetic biology to probiotics to develop novel, living medicines, today announced the appointment of Aoife Brennan, M.B., B.Ch., as president and chief executive officer of Synlogic, effective immediately. Dr. Brennan joined Synlogic as chief medical officer in 2016 and has served as interim president and chief executive officer since May 2018.

“After conducting a thorough search process, it was clear to the board of directors that Aoife is the right person to lead Synlogic at this time in the company’s evolution,” said Peter Barrett, chairman of Synlogic’s board of directors. “Aoife stepped into the interim role and rapidly demonstrated her effectiveness. Her broad experience across multiple stages of drug development and therapeutic areas, her demonstrated leadership abilities, and her ambitious vision for Synlogic, make her uniquely qualified for the job. We are confident that under her leadership, Synlogic will be well-positioned to deliver Synthetic Biotic™ medicines to patients.”

“I appreciate the confidence and support of the board of directors and am thrilled to be selected to lead Synlogic as we pioneer the development of a completely new class of living medicines,” said Dr. Brennan. “We have made great progress to date, advancing two Synthetic Biotic™ programs into the clinic. I look forward to continuing to execute on our plans for the clinical development of our lead candidates while capitalizing on the broad applicability and potential of our novel platform to build a pipeline of therapies for patients with serious and life-threatening diseases.”

Prior to joining Synlogic, Dr. Brennan spent six years at Biogen in roles of increasing responsibility, most recently as vice president and head of the Rare Disease Innovation Unit, which included programs ranging from pre-clinical to commercial. She has also led programs across multiple therapeutic areas including the late-phase development of nusinersen for spinal muscular atrophy and treatments for Hemophilia B and Hemophilia A, ALPROLIX® and ELOCTATE®. Earlier, Dr. Brennan was director of clinical development at Tolerx, a start-up biotech company focused on immunotherapy for Type 1 diabetes. Dr. Brennan holds a medical degree from Trinity College Dublin, Ireland and completed her post-graduate training in internal medicine, endocrinology and metabolism at the Royal College of Physicians in Ireland. Additionally, she completed post-doctoral training in clinical research and metabolism at the Beth Israel Deaconess Medical Center in Boston and is a graduate of the Harvard Medical School Scholars in Clinical Science Program.



About Synlogic

Synlogic is pioneering the development of a novel class of living medicines, Synthetic Biotic medicines, based on its proprietary drug development platform. Synlogic leverages the tools and principles of synthetic biology to genetically engineer probiotic microbes to perform or deliver critical functions missing or damaged due to disease. The company's two lead programs, SYN1020 and SYN1618, target hyperammonemia as a result of liver damage or genetic disease, and PKU, respectively. When delivered orally, Synthetic Biotic medicines can act from the gut to compensate for the dysfunctional metabolic pathway and have a systemic effect, with the potential to significantly improve symptoms of disease for affected patients. In addition, the company is leveraging the broad potential of its platform to create Synthetic Biotic medicines for the treatment of more common diseases, including liver disease, inflammatory and immune disorders, and cancer. Synlogic is collaborating with AbbVie to develop Synthetic Biotic-based treatments for inflammatory bowel disease (IBD). For more information, please visit www.synlogictx.com.

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, 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: inborn errors of metabolism, liver disease, inflammatory and immune disorders, and cancer; the future clinical development of Synthetic Biotic medicines; the approach Synlogic is taking to discover and develop novel therapeutics using synthetic biology; the potential of Synlogic's technology to treat hyperammonemia and phenylketonuria; and the expected timing of Synlogic's anticipated clinical trial initiations. 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 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.



MEDIA CONTACT:

Synlogic

Courtney Heath

Phone: 617-872-2462

Email: courtney@scientpr.com

INVESTOR CONTACT:

Synlogic

Elizabeth Wolfe, Ph.D.

Phone: 617-207-5509

Email: liz@synlogictx.com

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