

**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 23, 2022

Adagio Therapeutics, Inc.

(Exact name of registrant as specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40703
(Commission
File Number)

83-1403134
(IRS Employer
Identification No.)

1601 Trapelo Road, Suite 178
Waltham, Massachusetts
(Address of Principal Executive Offices)

02451
(Zip Code)

(781) 819-0080
(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 Instructions 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, \$0.0001 par value	ADGI	The Nasdaq Stock Market LLC

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

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.

(b), (c) On February 23, 2022, Tillman U. Gerngross, Ph.D. resigned as Chief Executive Officer and President of Adagio Therapeutics, Inc. (the “Company”) and as a member of the Board of Directors (the “Board”) of the Company.

Following Dr. Gerngross’s resignation, on February 23, 2022, the Board appointed David Hering to serve as Interim Chief Executive Officer. Mr. Hering will also continue to serve as the Company’s Chief Operating Officer. There is no arrangement or understanding between Mr. Hering and any other person pursuant to which he was selected as an officer of the Company, and there is no family relationship between Mr. Hering and any of the Company’s other executive officers or directors. The Company is not aware of any transaction involving Mr. Hering requiring disclosure under Item 404(a) of Regulation S-K.

David Hering, M.B.A., 47, has served as the Company’s Chief Operating Officer since June 2021. Prior to joining Adagio, Mr. Hering served as the Head of the mRNA Global Franchise Business of Pfizer, Inc. from April 2021 to June 2021, the President of North America Vaccines of Pfizer, Inc. from December 2018 to April 2021 and the Vaccines Commercial Officer of Pfizer, Inc. from June 2015 to December 2018. Before joining Pfizer in 2015, Mr. Hering spent seven years at Novartis Vaccines, where he held the position of Head of the North America Region. Mr. Hering received an M.B.A. from Harvard Business School and a B.S. in Operations Research and Industrial Engineering from Cornell University.

In order to achieve a more equal balance of membership among the Company’s three classes of directors in connection with Dr. Gerngross’s resignation from the Board, the Board determined that one of its members should be reclassified from Class II (with a term expiring at the Company’s 2023 annual meeting of stockholders) to Class III (with a term expiring at the Company’s 2024 annual meeting of stockholders). Accordingly, on February 23, 2022, Tom Heyman agreed to resign from his position as a Class II director subject to his immediate reappointment as a Class III director. The Board accepted Mr. Heyman’s resignation and immediately reappointed him as a Class III director. The resignation and reappointment of Mr. Heyman was effected solely to rebalance the Board classes in connection with Dr. Gerngross’s resignation, and for all other purposes, Mr. Heyman’s service on the Board is deemed to have continued uninterrupted.

Item 8.01 Other Events.

On February 23, 2022, the Company issued a press release announcing the appointment of Mr. Hering to serve as interim Chief Executive Officer. A copy of this press release is attached herewith as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated February 23, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Adagio Therapeutics, Inc.

Dated: February 23, 2022

By: /s/ Jill Andersen

Jill Andersen

Chief Legal Officer and Corporate Secretary

CONFIDENTIAL: NOT FOR RELEASE



Adagio Therapeutics Announces David Hering Appointed Interim Chief Executive Officer

Waltham, MA – February 23, 2022 – Adagio Therapeutics, Inc., (Nasdaq: ADGI), a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of antibody-based solutions for infectious diseases with pandemic potential, today announced that the company’s Board of Directors has appointed David Hering interim chief executive officer, effective immediately. Mr. Hering, who will also remain the company’s chief operating officer, succeeds Tillman Gerngross, Ph.D., who has resigned as CEO and director of Adagio.

“We are highly confident in Dave’s leadership and the entire Adagio leadership team,” said René Russo, Pharm.D., co-founder and chairman of Adagio. “To support our long-term growth, we have initiated a formal CEO search and plan to appoint an executive with proven experience in bringing products to market and scaling operations.”

“I am confident in the future of ADG20 and our pipeline of innovative antibody-based therapies and pleased to help lead Adagio into this next chapter as a company. We look forward to evaluating data from our EVADE and STAMP clinical trials to assess the optimal path forward for ADG20,” said Mr. Hering. “In addition, we are undertaking efforts to broaden our portfolio of SARS-CoV-2 mAbs in response to the continued emergence of new variants as well as additional coronaviruses. This is an important time for our company as we continue to grow our portfolio and mature toward a commercial-stage company.”

“On behalf of the entire Board, I’d like to thank Tillman for the strong foundation he built for Adagio,” said Dr. Russo. After co-founding the company, he recruited a world-class team and raised over \$800 million of capital in both the private and public markets. Under his leadership, the company advanced ADG20 into global pivotal trials for the prevention and treatment of COVID-19 and secured the resources required to manufacture over one million doses of ADG20 – extraordinary accomplishments in just 20 months.

About Adagio Therapeutics

Adagio (Nasdaq: ADGI) is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of antibody-based solutions for infectious diseases with pandemic potential, including COVID-19 and influenza. The company’s portfolio of antibodies has been optimized using Adimab’s industry-leading antibody engineering capabilities and is designed to provide patients and clinicians with the potential for a powerful combination of potency, breadth, durable protection (via half-life extension), manufacturability and affordability. Adagio’s portfolio of SARS-CoV-2 antibodies includes multiple non-competing, broadly neutralizing antibodies with distinct binding epitopes, led by ADG20. Adagio has secured manufacturing capacity for the production of ADG20 with third-party contract manufacturers to support clinical trials and initial launch quantities, ensuring the potential for broad accessibility to people around the world. ADG20 is an investigational monoclonal antibody that is not approved for use in any country. The safety and efficacy of ADG20 have not been established. For more information, please visit www.adagiotx.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “anticipates,” “believes,” “expects,” “intends,” “projects,” and “future” or similar expressions are intended to identify forward-looking statements. Forward-looking statements include statements concerning, among other things, our leadership transition and CEO search process, the timing, progress and results of our preclinical studies and



clinical trials of ADG20, the review and analysis of data from our ongoing trials and the timing thereof, the initiation, modification and completion of studies or trials and related preparatory work, and our research and development programs; our pursuit of other strategies to broaden our portfolio of SARS-CoV-2 mAbs to address other SARS-CoV-2 variants of concern, including the Delta and Omicron variants; and other statements that are not historical fact. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from the results described in or implied by the forward-looking statements, including, without limitation, the impacts of the COVID-19 pandemic on our business and those of our collaborators, our clinical trials and our financial position, unexpected safety or efficacy data observed during preclinical studies or clinical trials, the predictability of clinical success of ADG20 based on neutralizing activity in pre-clinical studies, variability of results in models used to predict activity against SARS-CoV-2 variants of concern, clinical trial site activation or enrollment rates that are lower than expected, changes in expected or existing competition, changes in the regulatory environment, and the uncertainties and timing of the regulatory approval process, including the outcome of our discussions with regulatory authorities concerning our Phase 2/3 clinical trials. Other factors that may cause our actual results to differ materially from those expressed or implied in the forward-looking statements in this press release are described under the heading “Risk Factors” in Adagio’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 and in Adagio’s future reports to be filed with the SEC. Such risks may be amplified by the impacts of the COVID-19 pandemic. Forward-looking statements contained in this press release are made as of this date, and Adagio undertakes no duty to update such information except as required under applicable law.

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