
**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 17, 2021

Generation Bio Co.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39319
(Commission
File Number)

81-4301284
(IRS Employer
Identification No.)

**301 Binney Street
Cambridge, MA**
(Address of Principal Executive Offices)

02142
(Zip Code)

Registrant's telephone number, including area code: (617) 655-7500

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
**Common Stock, \$0.0001 par value per
share**

Trading Symbol(s)
GBIO

Name of each exchange on which registered
Nasdaq Global Select Market

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.

On February 17, 2021, upon the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors (“Board”) of Generation Bio Co. (the “Company”) increased the size of the Board from eight (8) to nine (9) members, and effective March 1, 2021, appointed Ron Cooper to fill the newly created vacancy as a Class II director, with a term of office to continue until the Company’s 2022 annual meeting of stockholders and until his successor has been duly elected and qualified, or until his earlier death, resignation or removal.

Mr. Cooper will receive compensation as a non-employee director in accordance with the Company’s non-employee director compensation program that the Board approved in February 2021 (the “Program”). Pursuant to the Program, Mr. Cooper will be entitled to receive a cash retainer of \$40,000 per year for his service on the Board. This retainer is payable in arrears in four equal quarterly installments on the last day of each quarter, provided that the amount of such payment will be prorated for the first quarter of 2021. In addition, under the Program, Mr. Cooper will receive an initial grant of an option to purchase 30,000 shares of the Company’s common stock under the Company’s 2020 Stock Incentive Plan (the “2020 Plan”) that will vest monthly over a three-year period, subject to Mr. Cooper’s continued service as a director through each applicable vesting date. The option grant will have an exercise price equal to the closing sales price of the Company’s common stock on March 1, 2021 as reported on The Nasdaq Global Select Market and a term of 10 years, subject to earlier termination for cessation of continuous service. Further, under the Program, on the date of each annual meeting of stockholders commencing in 2022, Mr. Cooper will be entitled to receive an option to purchase 15,000 shares of the Company’s common stock under the 2020 Plan that will vest in full on the earlier of the first anniversary of the grant date and the date of the annual meeting of stockholders in the year immediately following the year in which the option was granted, will be issued at an exercise price equal to the closing sales price of the Company’s common stock as reported on The Nasdaq Global Select Market on the date of grant and will have a term of ten years.

In conjunction with Mr. Cooper’s appointment, the Company and Mr. Cooper entered into the Company’s standard indemnification agreement, a copy of which was filed as Exhibit 10.10 to the Company’s Registration Statement on Form S-1 (File No. 333-238608) filed with the Securities and Exchange Commission on May 22, 2020. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Mr. Cooper 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 our members of the Board.

A copy of the Company’s press release announcing Mr. Cooper’s election, dated February 18, 2021, is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	<u>Press Release Issued by Generation Bio Co. on February 18, 2021</u>

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.

Date: February 18, 2021

GENERATION BIO CO.

By: /s/ Geoff McDonough

Name: Geoff McDonough, M.D.

Title: Chief Executive Officer

Generation Bio Appoints Ron Cooper to its Board of Directors

CAMBRIDGE, MASS., February 18, 2021 -- Generation Bio Co. (Nasdaq: GBIO), an innovative genetic medicines company creating a new class of gene therapy, announced today that Ron Cooper has been appointed to its Board of Directors. The appointment is effective March 1, 2021.

Ron Cooper is a global biopharmaceutical executive who currently serves as president, chief executive officer and board member of Albireo Pharma, Inc., a position he has held since June 2015. He has successfully matured Albireo Pharma, Inc. to a clinical-stage public company on the verge of its first drug approval. Prior to joining Albireo Pharma, Inc., Cooper had a 25-year career at Bristol Myers Squibb, during which time he held multiple leadership roles in sales, marketing and general management, culminating in his role as president of Europe.

“We are excited to welcome Ron to our Board of Directors during this critical stage of Generation Bio’s evolution,” said Geoff McDonough, M.D., president and chief executive officer of Generation Bio. “Ron is a highly seasoned and respected life sciences executive, and we look forward to his expertise, engagement and assistance as we advance our work toward the clinic. His global commercial experience and current work in rare diseases will be a great addition to our Board and organization as a whole.”

“First generation gene therapy has both great promise and limitations. Generation Bio’s unique non-viral platform has the potential to significantly expand the reach of gene therapy through redosing and scale,” Cooper stated. “I look forward to joining the Board of this dynamic and growing company that could have a positive impact on patients.”

About Generation Bio

Generation Bio is an innovative genetic medicines company focused on creating a new class of non-viral gene therapy to provide durable, redosable treatments for people living with rare and prevalent diseases. The company’s non-viral platform incorporates a proprietary, high-capacity DNA construct called closed-ended DNA, or ceDNA; a cell-targeted lipid nanoparticle delivery system, or ctLNP; and an established, scalable capsid-free manufacturing process. The platform is designed to enable multi-year durability from a single dose of ceDNA and to allow titration and redosing if needed. The ctLNP is designed to deliver large genetic payloads, including multiple genes, to specific tissues to address a wide range of indications. The company’s efficient, scalable manufacturing process supports Generation Bio’s mission to extend the reach of gene therapy to more people, living with more diseases, in more places around the world.

For more information, please visit www.generationbio.com.

Forward-Looking Statements

Any statements in this press release about future expectations, plans and prospects for the Company, including statements about our strategic plans or objectives, our technology platforms, our research and clinical development plans, and other statements containing the words

“believes,” “anticipates,” “plans,” “expects,” and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: uncertainties inherent in the identification and development of product candidates, including the conduct of research activities, the initiation and completion of preclinical studies and clinical trials and clinical development of the Company’s product candidates; whether results from preclinical studies will be predictive of the results of later preclinical studies and clinical trials; expectations for regulatory approvals to conduct trials or to market products; challenges in the manufacture of genetic medicine products; the Company’s ability to obtain sufficient cash resources to fund the Company’s foreseeable and unforeseeable operating expenses and capital expenditure requirements; and the impact of the COVID-19 pandemic on the Company’s business and operations; as well as the other risks and uncertainties set forth in the “Risk Factors” section of our most recent quarterly report on Form 10-Q, which is on file with the Securities and Exchange Commission, and in subsequent filings the Company may make with the Securities and Exchange Commission. In addition, the forward-looking statements included in this press release represent the Company’s views as of the date hereof. The Company anticipates that subsequent events and developments will cause the Company’s views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date on which they were made.

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