

**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):  
November 17, 2021**

**Tenaya Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-40656**  
(Commission  
File Number)

**81-3789973**  
(IRS Employer  
Identification No.)

**171 Oyster Point Boulevard, 5th Floor**  
**South San Francisco, CA 94080**  
(Address of principal executive offices, including zip code)

**(650) 825-6900**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of exchange on which registered
<b>Common Stock, \$0.0001 par value per share</b>	<b>TNYA</b>	<b>The Nasdaq Global Select Market</b>

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) Resignation of Director

On November 17, 2021, JeenJoo Kang, Ph.D., submitted her resignation as a director of Tenaya Therapeutics, Inc. (the “Company”). Dr. Kang’s resignation was voluntary and did not result from any disagreement with the Company or the Company’s Board of Directors (the “Board”).

(d) Election of Director

On November 19, 2021, the Board appointed June Lee, M.D., to serve as a Class III director, with a term expiring at the Company’s 2024 annual meeting of stockholders.

There are no arrangements or understandings between Dr. Lee and any other person pursuant to which Dr. Lee was selected as a director. In addition, there are no transactions in which Dr. Lee has an interest that would require disclosure under Item 404(a) of Regulation S-K.

Dr. Lee will receive compensation for her service pursuant to the Company’s non-employee director compensation policy. This includes an annual cash retainer of \$35,000 per year for service as a non-employee director. Additionally, as a new non-employee director, Dr. Lee was granted a stock option to purchase shares of common stock having a grant date fair value of approximately \$320,000. This stock option vests as to 1/36th of the total number of shares on each monthly anniversary of Dr. Lee’s appointment to the Board, subject to her continued service through the applicable vesting date. In the event of a change in control (as defined in the Company’s 2021 Equity Incentive Plan), the stock option will vest in full, provided that Dr. Lee continues to be a non-employee director through the date of such change in control. In addition, Dr. Lee also executed the Company’s standard form of indemnification agreement.

A copy of the press release announcing Dr. Lee’s appointment as a director is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	<a href="#">Press Release of Tenaya Therapeutics, Inc., dated November 22, 2021.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

**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.

**TENAYA THERAPEUTICS, INC.**

By: /s/ Leone D. Patterson

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Leone D. Patterson, M.B.A.  
Chief Financial and Business Officer

Date: November 22, 2021



### **Tenaya Therapeutics Announces the Addition of Dr. June Lee to its Board of Directors**

**SOUTH SAN FRANCISCO, Calif.—(BUSINESS WIRE)—Nov. 22, 2021—** Tenaya Therapeutics, Inc. (NASDAQ:TNYA), a biotechnology company with a mission to discover, develop and deliver curative therapies that address the underlying causes of heart disease, today announced changes to its Board of Directors including the addition of June Lee, M.D., and the transition of JJ Kang, Ph.D., who will be stepping down after five years of service.

“We are thrilled to welcome Dr. Lee to our Board at an important inflection point as we continue our transition towards becoming a clinical-stage company,” said Faraz Ali, CEO of Tenaya. “Dr. Lee brings a wealth of highly relevant strategic and operational development experience to Tenaya and is well-positioned to support us in our mission to bring new hope to individuals and families fighting both rare and prevalent forms of heart disease.”

Dr. Lee was most recently Founder and CEO of Esker Therapeutics. She previously served as Executive Vice President, Chief Development Officer and Chief Operating Officer of MyoKardia from 2017 to 2020. In this role, Dr. Lee built and led a world-class global development organization to advance novel therapies for cardiomyopathies through clinical development. She was previously also therapeutic area head for early clinical development in cardiovascular, metabolism, respiratory, and infectious diseases at Genentech. She currently serves on the Advisory Board for Johns Hopkins University Center for Therapeutic Translation, serves as a Board Director for Eledon Pharmaceuticals Inc. and for GenEdit, and is a member of the Scientific Advisory Board for Foresite Labs. Dr. Lee completed a Bachelor of Science in chemistry at Johns Hopkins University, an M.D. at the School of Medicine at the University of California, Davis, and her clinical training in internal medicine and pulmonary & critical care at UCLA and UCSF.

“I am very pleased to join Tenaya at such a pivotal time for the company and for the entire field of precision medicine therapies for heart disease,” said Dr. Lee. “I look forward to helping Tenaya realize the full potential of its differentiated science and capabilities in order to advance potentially transformative medicines through clinical development and towards future approvals.”

In addition, Dr. Kang has decided to resign from Tenaya’s Board to focus on her current role as CEO of Appia Bio and as a Venture Partner at The Column Group. Dr. Kang helped launch Tenaya in 2016 and has since served as a valued Board member. She also served in the capacity of interim Tenaya President for the first two years of the company’s history.

“We cannot thank Dr. Kang enough for her many contributions to Tenaya over the last five years as a pre-clinical stage company,” said David Goeddel, Ph.D., Chair of Tenaya’s Board of Directors and Managing Partner at The Column Group. “We now welcome Dr. Lee to our Board and look forward to her contributions in support of Tenaya’s future evolution and growth.”

**About Tenaya Therapeutics** Tenaya Therapeutics is a biotechnology company committed to a bold mission: to discover, develop and deliver curative therapies that address the underlying drivers of heart disease. Founded by leading cardiovascular scientists from Gladstone Institutes and the University of Texas Southwestern Medical Center, Tenaya is developing therapies for rare genetic disorders as well as for more prevalent heart conditions through three distinct but interrelated product platforms: Gene Therapy, Cellular Regeneration and Precision Medicine. For more information, visit [www.tenayatherapeutics.com](http://www.tenayatherapeutics.com).

#### **Forward-Looking Statements**

This press release contains forward-looking statements as that term is defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements in this press release that are not purely historical are forward-looking statements. Words such as “expects” and “will,” and similar expressions are intended to identify forward-looking statements. Such forward-looking statements include, among other things, statements by Tenaya’s chief executive officer and its board members. The forward-looking statements contained herein are based upon Tenaya’s current expectations and involve assumptions that may never materialize or may prove to be incorrect. These forward-looking statements are neither promises nor guarantees and are subject to a variety of risks and uncertainties, including but not limited to: risks associated with the process of discovering, developing and commercializing drugs that are safe and effective for use as human therapeutics and operating as an early stage company; Tenaya’s ability to develop, initiate or complete preclinical studies and clinical trials, and obtain approvals, for any of its product candidates; the timing, progress and results of preclinical studies for TN-201 and Tenaya’s other programs; Tenaya’s ability to raise any additional funding it will need to continue to pursue its business and product development plans; negative impacts of the COVID-19 pandemic on Tenaya’s manufacturing and operations, including preclinical studies and planned clinical trials; the timing, scope and likelihood of regulatory filings and approvals; the potential for any clinical trial results to differ from preclinical, interim, preliminary, topline or expected results; Tenaya’s manufacturing, commercialization and marketing capabilities and strategy; the loss of key scientific or management personnel; competition in the industry in which Tenaya operates; Tenaya’s reliance on third parties; Tenaya’s ability to obtain and maintain intellectual property protection for its product candidates; general economic and market conditions; and other risks. Information regarding the foregoing and additional risks may be found in the section entitled “Risk Factors” in documents that Tenaya files from time to time with the Securities and Exchange Commission. These forward-looking statements are made as of the date of this press release, and Tenaya assumes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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**Investors**

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