

**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): March 8, 2022

Landos Biopharma, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39971
(Commission
File Number)

81-5085535
(IRS Employer
Identification No.)

1800 Kraft Drive, Suite 216
Blacksburg, Virginia
(Address of Principal Executive Offices)

24060
(Zip Code)

(540) 218-2232
(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 exchange on which registered
Common Stock, par value \$0.01 per share	LABP	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 Arrangement of Certain Officers.

On March 8, 2022, the board of directors (the “**Board**”) of Landos Biopharma, Inc. (the “**Company**”) appointed Roger Adsett to serve as a director of the Company. Mr. Adsett will serve as a Class III director whose term will expire at the 2024 Annual Meeting, at which time he will stand for election by the Company’s stockholders. Mr. Adsett was also appointed to serve on the Audit Committee.

There is no arrangement or understanding between Mr. Adsett and any other person pursuant to which he was selected as a director of the Company, and there is no family relationship between Mr. Adsett and any of the Company’s other directors or executive officers. The Company is not aware of any transaction involving Mr. Adsett requiring disclosure under Item 404(a) of Regulation S-K.

Mr. Adsett, age 53, has served as Chief Operating Officer at Insmid Incorporated since November 2019. From September 2016 to November 2019, he served as Chief Commercial Officer at Insmid Incorporated. Mr. Adsett holds a B.A. in English and Economics from Bucknell University and an M.B.A from The Wharton School at the University of Pennsylvania.

In accordance with the Company’s Non-Employee Director Compensation Policy, upon commencement of his service as a director on March 8, 2022, Mr. Adsett was granted an initial option grant (the “**Initial Grant**”) under the Company’s 2019 Equity Incentive Plan (the “**Plan**”) to purchase 36,000 shares of the Company’s common stock at an exercise price of \$1.47 per share, which will vest in equal monthly installments over a three-year period such that the option is fully vested on the third anniversary of the date of grant, subject to Mr. Adsett’s continuous service through such vesting dates. At each annual meeting of stockholders following which Mr. Adsett will continue service as a director, Mr. Adsett will also be entitled to receive an additional option grant to purchase 18,000 shares of the Company’s common stock (the “**Annual Grant**”), which will vest upon the one-year anniversary of the date of grant, subject to Mr. Adsett’s continuous service through such vesting date. For 2022, Mr. Adsett’s Annual Grant will be pro-rated based on time served as a director through the date of the Annual Meeting. Additionally, Mr. Adsett will be entitled to receive a \$45,000 annual retainer, payable quarterly in arrears, for his service on the Board, and a \$10,000 annual retainer, payable quarterly in arrears, for his service on the Audit Committee. Mr. Adsett has also entered into the Company’s standard form of indemnification agreement.

Item 7.01 Regulation FD Disclosure.

On March 10, 2022, the Company issued a press release announcing the appointment of Mr. Adsett to the Board. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.1) is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release, dated March 10, 2022, entitled "Landos Biopharma Appoints Roger Adsett to its Board of Directors."
104	The cover page from Landos Biopharma, Inc.'s Form 8-K filed on March 10, 2022, formatted in Inline XBRL.

SIGNATURES

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

Landos Biopharma, Inc.

Dated: March 10, 2022

By: /s/ Tim M. Mayleben
Tim M. Mayleben
President and Chief Executive Officer

FOR IMMEDIATE RELEASE

Landos Biopharma Appoints Roger Adsett to its Board of Directors

BLACKSBURG, Va., March 10, 2022 – Landos Biopharma, Inc. (NASDAQ: LABP), a clinical-stage biopharmaceutical company developing novel, oral medicines for patients with autoimmune diseases, today announced that it has appointed Roger Adsett to the Company’s Board of Directors, effective March 8, 2022. Mr. Adsett will serve on the Audit Committee of the Board. With the addition of Mr. Adsett, the Landos Board has been expanded to six members.

Mr. Adsett is a healthcare industry veteran with almost thirty years of experience and a proven track record of successful development and commercialization of innovative medicines at several biopharmaceutical companies including Inmed, Shire and AstraZeneca. Mr. Adsett also has extensive experience in Inflammatory Bowel Disease (IBD) and the Gastrointestinal (GI) therapeutic area, successfully launching both blockbuster and specialty brands. He currently serves as the Chief Operating Officer for Inmed Incorporated, where he is responsible for its global operations including commercial efforts and geographic leadership in the U.S., Japan and EMEA region.

“We are pleased to welcome Roger to our Board as we continue to review our clinical development plans to focus on the most value-enhancing near-and long-term opportunities,” said Chris Garabedian, Chairman of the Board. “Roger brings deep clinical expertise in IBD and GI, and we look forward to benefitting from his perspectives as we advance our three clinical-stage product candidates, omilancor, NX-13 and LABP-104. I am confident that Roger will make significant contributions to the Board as we continue our mission of addressing the therapeutic gap for autoimmune diseases.”

“I am thrilled to join the Landos Board at such an important time for the Company,” said Mr. Adsett. “Landos has an incredibly promising portfolio and has made tremendous progress advancing and expanding its pipeline of potentially first-in-class oral therapeutics for patients with autoimmune diseases. I am excited to work with Chris, Tim and the entire Board as Landos continues on its path to maximize the success of its clinical-stage programs.”

Before his appointment as Chief Operating Officer of Inmed, Mr. Adsett served as Chief Commercial Officer from 2016 until 2019. Previously, he held multiple executive leadership roles at Shire between 2005 and 2016, including Senior Vice President, Gastrointestinal & Internal Medicine Business Unit Leader and Senior Vice President, GI Business Unit Leader. Prior to joining Shire, he spent 11 years at AstraZeneca. Mr. Adsett holds a B.A. in English and economics from Bucknell University and an M.B.A from The Wharton School at the University of Pennsylvania.

Separately, the Company announced that it plans to release its fourth quarter 2021 financial results and provide a corporate update on its clinical development plans on March 24, 2022.

About Landos Biopharma

Landos Biopharma is a clinical-stage biopharmaceutical company utilizing its LANCE® Advanced A.I. platform to discover and develop novel oral therapeutics for patients with autoimmune diseases. Using the LANCE® platform, the Company discovers new mechanisms of action, including the LANCL2, NLRX1 and PLXDC2 immunometabolic pathways at the interface of immunity and metabolism. Landos' lead product candidate, omilancor, targets the LANCL2 pathway and is a novel oral, gut-restricted, small molecule potentially first-in-class therapeutic in development for the treatment of ulcerative colitis, Crohn's disease and Eosinophilic Esophagitis. Landos' second product candidate, NX-13, targets the NLRX1 pathway and is a novel, oral, gut-restricted small molecule potentially first-in-class therapeutic in development for the treatment of ulcerative colitis. Landos discovered and is also developing LABP-104, a novel, oral systemically distributed small molecule potentially first-in-class therapeutic targeting the LANCL2 pathway for the treatment of systemic lupus erythematosus (SLE) and rheumatoid arthritis (RA). For more information, please visit www.landosbiopharma.com.

Contacts

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