

**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): April 8, 2021

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 April 8, 2021, the board of directors (the “**Board**”) of Landos Biopharma, Inc. (the “**Company**”) appointed Tiago Girao to serve as a director of the Company. Mr. Girao will serve as a Class II director whose term will expire at the 2023 Annual Meeting, at which time he will stand for election by the Company’s stockholders. Mr. Girao was also appointed as chair of the Audit Committee and as a member of the Compensation Committee and Nominating and Corporate Governance Committee. On April 8, 2021, Jean-Frederic Colombel resigned from the board of directors. Mr. Colombel’s decision to resign was not the result of any disagreement with the Company relating to its operations, policies or practices. Dr. Colombel will refocus his efforts on providing scientific and medical support to the Company’s Gastroenterology programs from his role on the Company’s Clinical Advisory Board.

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

Mr. Girao, age 41, has served as Chief Financial Officer of Roivant Sciences Companies since April 2019. Mr. Girao has more than 21 years of experience in accounting, finance, and operations of U.S. and global private and public companies. Previously, Mr. Girao served as the Chief Financial Officer of Cytori Therapeutics Inc. from September 2014 to March 2019 and served as a Vice President of Finance from September 2014 to January 2019 and as a Senior Vice President of Operations from February 2019 to March 2019. Mr. Girao holds a degree in accounting from Universidade de Fortaleza. The Board believes that Mr. Girao is qualified to serve as a director because of his extensive financial experience.

In accordance with the Company’s Non-Employee Director Compensation Policy, upon commencement of his service as a director on April 8, 2021, Mr. Girao 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, 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. Girao’s continuous service through such vesting dates. At each annual meeting of stockholders following which Mr. Girao will continue service as a director, Mr. Girao 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 earlier of the one-year anniversary of the date of grant and the date of Company’s next annual meeting of stockholders, in any case subject to Mr. Girao’s continuous service through such vesting dates. For 2021, Mr. Girao’s Annual Grant will be pro-rated based on time served as a director through the

date of the Annual Meeting. Additionally, Mr. Girao will be entitled to receive a \$45,000 annual retainer, payable quarterly in arrears, for his service on the Board, a \$20,000 annual retainer, payable quarterly in arrears, for his service on the Audit Committee, a \$7,500 annual retainer, payable quarterly in arrears, for his service on the Compensation Committee and a \$5,000 annual retainer, payable quarterly in arrears, for his service on the Nominating and Corporate Governance Committee. Mr. Girao has also entered into the Company's standard form of indemnification agreement.

Composition of Board Committees

As a result of Mr. Girao's appointment and Dr. Colombel's resignation from the Board, the composition of each of the Board's committees is as follows, effective immediately:

Audit Committee

- Tiago Girao (Chair)
- Josep Bassaganya-Riera
- Konstantin Poukalov

Compensation Committee

- Tiago Girao
- Josep Bassaganya-Riera
- Konstantin Poukalov

Nominating and Corporate Governance Committee

- Tiago Girao
- Josep Bassaganya-Riera
- Konstantin Poukalov

Item 7.01 Regulation FD Disclosure.

On April 13, 2021, the Company issued a press release announcing the appointment of Mr. Girao 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 April 13, 2021, entitled "Landos Biopharma Announces the Appointment of Tiago Girão to its Board of Directors" |
| 104 | The cover page from Landos Biopharma, Inc.'s Form 8-K filed on April 13, 2021, formatted in Inline XBRL. |

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.

Landos Biopharma, Inc.

Dated: April 13, 2021

By: /s/ Josep Bassaganya-Riera
Josep Bassaganya-Riera
Chief Executive Officer

Landos Biopharma Announces the Appointment of Tiago Girão to its Board of Directors

BLACKSBURG, Va., April 13, 2021 — Landos Biopharma (NASDAQ: LABP), a clinical-stage biopharmaceutical company focused on the discovery and development of therapeutics for patients with autoimmune diseases, today announced the appointment of Tiago Girão to its Board of Directors. Mr. Girão holds over 20 years of experience as a cross-functional leader who has held various positions in finance and operations for U.S. and global private and public life sciences companies.

“We are pleased to welcome Tiago to Landos’ Board as the Chair of the Audit Committee, as his wealth of expertise managing strategic planning in finance and operations will provide an invaluable perspective to our growing clinical-stage company,” commented Josep Bassaganya-Riera, Chairman, President and Chief Executive Officer of Landos. “Tiago’s experience, which includes successful capital raising strategies and executing productive business development initiatives, will be important as we advance additional novel product candidates into clinical investigation.”

Mr. Girão is currently the Chief Financial Officer of ProteoVant Therapeutics, a newly launched development-stage biotech company created by Roivant Sciences that focuses on the discovery and development of disease-modifying therapies by harnessing natural protein homeostasis processes. Formerly, Mr. Girão was the CFO and SVP of Operations at Cytori Therapeutics, a public biotechnology company where he notably helped raise over \$120 million dollars through a combination of financings. Prior to this role, Mr. Girão held finance positions of increasing responsibility at NuVasive Inc., a public medical device company. During his tenure, he was the lead corporate financial and accounting executive for NuVasive’s foreign units, including Japan, Latin America, Europe and Australia and was also heavily involved in major business and asset acquisitions. Earlier in his career, Mr. Girão held advancing roles and responsibilities with KPMG LLP and Ernst & Young LLP.

“I am honored to join Landos’ Board and have the opportunity to collaborate alongside Landos’ knowledgeable and committed team as they strive to bring first-in-class oral therapeutics to patients with autoimmune diseases,” said Mr. Girão. “I look forward to leveraging my two-decades of financial leadership within the biotech space to support the Board and the management team in planning and implementing the Company’s future clinical strategy.”

About Landos Biopharma

Landos Biopharma is a clinical-stage biopharmaceutical company focused on the discovery and development of oral therapeutics for patients with autoimmune diseases that are the first to target new mechanisms of action, including the LANCL2, NLRX1 and PLXDC2 immunometabolic pathways. Landos Biopharma’s core expertise is in the development of therapeutic candidates targeting novel pathways at the interface of immunity and metabolism. Lead asset omilancor is a novel, oral, gut-restricted small molecule therapeutic candidate for the treatment of ulcerative colitis, Crohn’s disease and Eosinophilic Esophagitis that targets the LANCL2 pathway. NX-13 is a novel, oral, gut-restricted compound for the treatment of inflammatory bowel disease, which targets the NLRX1 pathway. Additional candidates are in development for the treatment of lupus nephritis, rheumatoid arthritis, multiple sclerosis, and diabetes. For more information, please visit www.landosbiopharma.com.

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