

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): January 1, 2022

NeuBase Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-35963 (Commission File Number)	46-5622433 (I.R.S. Employer Identification No.)
350 Technology Drive, Pittsburgh, PA (Address of Principal Executive Offices)		15219 (Zip Code)
(646) 450-1790 (Registrant's Telephone Number, Including Area Code)		
N/A (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:

- 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, par value \$0.0001 per share	NBSE	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 (17 CFR § 230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR § 240.12b-2).

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.

Effective January 1, 2022, the Board of Directors (the "Board") of NeuBase Therapeutics, Inc. (the "Company") appointed Eric Ende, M.D., to the Board as a Class III director of the Company.

Dr. Ende, age 53, is the President of Ende BioMedical Consulting Group, Inc., a privately held consulting company focused on the life sciences industry, a position he has held since 2009. Since May 2017, Dr. Ende has been a member of the board of directors of Matinas BioPharma, Inc. (NYSE: MTNB), a clinical-stage biopharmaceutical company, where he chairs the Compensation Committee and serves on the Audit and Nominating & Corporate Governance Committees. Since December 2018, Dr. Ende has been a member of the board of directors of Avadel plc (Nasdaq: AVDL), a clinical-stage biopharmaceutical company, where he chairs the Nominating & Corporate Governance Committee and serves on the Audit Committee. From November 2019 to June 2020, Dr. Ende served on the board of directors of Progenics Pharmaceuticals, Inc. (Nasdaq: PGNX), a biopharmaceutical company, where he also chaired the Compensation Committee and was a member of the Audit and Science Committees. From 2010 to 2011, Dr. Ende served on the board of directors and as a member of the Audit and Risk Management Committees of Genzyme Corp. (Nasdaq: GENZ), a biotechnology company, until it was acquired in 2011 by Sanofi S.A. From 2002 through 2008, Dr. Ende was the senior biotechnology analyst at Merrill Lynch; from 2000 through 2002, he was the senior biotechnology analyst at Bank of America Securities; and from 1997 to 2000, he was a biotechnology analyst at Lehman Brothers. Dr. Ende received an MBA in Finance and Accounting from NYU - Stern Business School in 1997, an MD from Mount Sinai School of Medicine in 1994, and a BS in Biology and Psychology from Emory University in 1990.

In accordance with the Company's outside director compensation policy (the "Director Compensation Policy") and in connection with Dr. Ende's appointment to the Board, on January 3, 2022, Dr. Ende will be granted a stock option to purchase shares of Company common stock having a grant date fair value of \$320,000, rounded down to the nearest whole share, with an exercise price equal to the fair market value of the Company's common stock on the date of grant. Twenty-five percent of the shares subject to the option will vest on the one-year anniversary of the grant date, and the remaining portion of the shares subject to the option will vest on an equal monthly basis over the

following 36 months, in each case subject to Dr. Ende's continuous service through such date and subject to acceleration as described in the Director Compensation Policy.

As a non-employee director of the Company, Dr. Ende will also be entitled to receive cash compensation for his service on the Board and any committees on which he serves, as well as (beginning on the first business day following the Company's 2022 annual meeting of stockholders) an annual stock option award, in each case in accordance with the terms of the Director Compensation Policy. The full text of the Director Compensation Policy was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on September 11, 2020 and is incorporated herein by reference.

The Company also entered into an indemnity agreement with Dr. Ende in the same form as its standard form of indemnification agreement with its other directors.

There are no family relationships between Dr. Ende and any director or executive officer of the Company, and he was not selected by the Board to serve as a director pursuant to any arrangement or understanding with any person. Dr. Ende has not engaged in any transaction that would be reportable as a related party transaction under Item 404(a) of Regulation S-K.

Item 8.01. Other Events.

On January 5, 2022, the Company issued a press release announcing the appointment of Dr. Ende to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release, dated January 5, 2022.</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

NEUBASE THERAPEUTICS, INC.
(Registrant)

Date: January 5, 2022

By: /s/ Dietrich A. Stephan
Dr. Dietrich A. Stephan
President, Chief Executive Officer, and Interim Chief Financial Officer



NeuBase Therapeutics Appoints Dr. Eric J. Ende to Board of Directors

PITTSBURGH and CAMBRIDGE, Mass., Jan. 5, 2022 --[NeuBase Therapeutics, Inc.](#) (Nasdaq: NBSE) ("NeuBase" or the "Company"), a biotechnology platform company Drugging the Genome™ to address disease at the base level using a new class of precision genetic medicines, announced today the appointment of Eric J. Ende, M.D., to the Company's Board of Directors. Dr. Ende has nearly 25 years of experience in advising biotechnology and life sciences companies to optimize corporate strategy and structure and maximize shareholder value.

"Dr. Ende has the experience and perspective to recognize the opportunity ahead for NeuBase as it plans for the clinical development of its potentially transformational new class of precision genetic medicines," said Dietrich A. Stephan, Ph.D., Founder, CEO and Chairman of NeuBase. "We welcome Dr. Ende's strategic insight as we begin to scale our therapeutic candidate pipeline from our new precision genetic medicines platform technology. In addition to his broad experience, he also shares in our Company's goal of helping millions of patients with both common and rare conditions that currently have limited or no treatment options."

"I believe NeuBase has a game-changing technology that overcomes the limitations of early precision genetic medicines by delivering mutation selectivity, repeat dosing, and systemic administration in a modular precision medicine platform with the potential to efficiently scale to treat a wide variety of diseases that are currently undruggable," said Dr. Ende. "I look forward to working closely with NeuBase's leadership team and Board of Directors to elevate strategy and operations in order to create exceptional value for patients and shareholders."

Dr. Ende currently is the President of Ende BioMedical Consulting Group. He also is a member of the Board of Directors of Matinas BioPharma, where he is the Chairman of the Compensation Committee and serves on the Audit and the Nomination & Governance Committees, and of Avadel plc, where he is the Chairman of the Nomination & Corporate Governance Committee and serves on the Audit and Compensation Committees. Dr. Ende previously served on the Board of Directors of Progenics (acquired by Lantheus Holdings) and Genzyme (acquired by Sanofi-Aventis for \$20 billion). During his time on Genzyme's Board of Directors, Dr. Ende was a member of the Audit and Risk Management Committees. Prior to Genzyme, Dr. Ende was a biotechnology analyst, previously serving at Merrill Lynch, BofA Securities, and Lehman Brothers. Dr. Ende received an M.B.A. from NYU Stern School of Business, an M.D. from the Icahn School of Medicine at Mount Sinai, and a B.S. in biology and psychology from Emory University.

About NeuBase Therapeutics

NeuBase is accelerating the genetic revolution by developing a new class of precision genetic medicines that Drug the Genome™. The Company's therapies are built on a proprietary platform called PATrOL™ that encompasses a novel peptide-nucleic acid antisense oligonucleotide technology combined with novel delivery shuttles that overcome many of the hurdles to selective mutation engagement, repeat dosing, and systemic delivery of genetic medicines. With an initial focus on silencing disease-causing mutations in debilitating neurological, neuromuscular, and oncologic disorders, NeuBase is committed to redefining medicine for the millions of patients with both common and rare conditions, who currently have limited to no treatment options. To learn more, visit www.neubasetherapeutics.com.



Use of Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act. These forward-looking statements are distinguished by use of words such as "will," "would," "anticipate," "expect," "believe," "designed," "plan," or "intend," the negative of these terms, and similar references to future periods. These forward-looking statements include, among others, those related to, among other statements, the Company's new class of precision genetic medicines and technologies. These views involve risks and uncertainties that are difficult to predict and, accordingly, our actual results may differ materially from the results discussed in our forward-looking statements. Our forward-looking statements contained herein speak only as of the date of this press release. Factors or events that we cannot predict, including those risk factors contained in our filings with the U.S. Securities and Exchange Commission, may cause our actual results to differ from those expressed in forward-looking statements. The Company may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in the forward-looking statements, and you should not place undue reliance on these forward-looking statements. Because such statements deal with future events and are based on the Company's current expectations, they are subject to various risks and uncertainties, and actual results, performance or achievements of the Company could differ materially from those described in or implied by the statements in this press release, including: the Company's plans to develop and commercialize its product candidates; the timing of initiation of the Company's planned clinical trials; the risks that prior data will not be replicated in future studies; the timing of any planned investigational new drug application or new drug application; the Company's plans to research, develop and commercialize its current and future product candidates; the clinical utility, potential benefits and market acceptance of the Company's product candidates; the Company's commercialization, marketing and manufacturing capabilities and strategy; global health conditions, including the impact of COVID-19; the Company's ability to protect its intellectual property position; and the requirement for additional capital to continue to advance these product candidates, which may not be available on favorable terms or at all, as well as those risk factors contained in our filings with the U.S. Securities and Exchange Commission. Except as otherwise required by law, the Company disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date hereof, whether as a result of new information, future events or circumstances or otherwise.

Source: NeuBase Therapeutics, Inc.

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