

**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 26, 2020

CRISPR THERAPEUTICS AG
(Exact name of Registrant as Specified in Its Charter)

Switzerland
(State or Other Jurisdiction
of Incorporation)

001-37923
(Commission
File Number)

Not Applicable
(IRS Employer
Identification No.)

Baarerstrasse 14
6300 Zug, Switzerland
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

Registrant's Telephone Number, Including Area Code: +41 (0)41 561 32 77

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 each exchange on which registered
Common Shares, nominal value CHF 0.03 par value	CRSP	The NASDAQ Global 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 26, 2020, Pablo Cagnoni, M.D., notified the Board of Directors of CRISPR Therapeutics AG (the “Company”), of his intention to resign as a director of the Company, effective immediately. Dr. Cagnoni’s resignation was not the result of any dispute or disagreement with the Company or the Company’s Board of Directors on any matter relating to the operations, policies or practices of the Company.

Item 7.01 Regulation FD Disclosure.

On February 26, 2020, the Company issued a press release announcing that it has proposed to elect Douglas Treco, Ph.D. to its Board of Directors at its upcoming Annual General Meeting of Shareholders and the resignation of Dr. Cagnoni. Dr. Treco’s directorship will be subject to the approval of the Company’s shareholders at the Company’s upcoming Annual General Meeting of Shareholders. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report.

The information in set forth in this Item 7.01 and in Exhibit 99.1 of this Current Report on Form 8-K 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”), 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 shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

The following exhibits shall be deemed to be furnished, and not filed:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release by CRISPR Therapeutics AG, dated February 26, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

CRISPR THERAPEUTICS AG

Date: February 26, 2020

By: /s/ Samarth Kulkarni

Samarth Kulkarni, Ph.D.
Chief Executive Officer

CRISPR Therapeutics Proposes Changes to the Board of Directors

ZUG, Switzerland and CAMBRIDGE, Mass., February 26, 2020 (GLOBE NEWSWIRE) — CRISPR Therapeutics (Nasdaq: CRSP), a biopharmaceutical company focused on creating transformative gene-based medicines for serious diseases, today announced it proposes to elect Doug Treco, Ph.D. to its Board of Directors at the Company’s upcoming annual general meeting to be held later this year. The Company also announced that Pablo Cagnoni, M.D., Chief Executive Officer of Rubius Therapeutics, will resign from the Board of Directors to focus on other commitments, effective immediately.

“On behalf of our Board of Directors and management team, I would like to thank Pablo for his years of service and his many contributions to CRISPR Therapeutics, and I wish him the best in his future endeavors,” said Rodger Novak, Ph.D., President and Chairman of the Board of CRISPR Therapeutics. “We are grateful for his thoughtful guidance and support over the years.”

Dr. Novak added: “We are excited to invite Doug to our Board during an important time in CRISPR Therapeutics’ continued evolution. He has an impressive track record of success in advancing the development of numerous drug candidates, with a unique focus on rare disease, gene targeting, and gene therapy. His deep expertise and leadership experience will make him an outstanding addition to our Board, and we look forward to the valuable insights he will bring.”

Doug co-founded Ra Pharmaceuticals, Inc. (Nasdaq: RARX) in 2008 and has been Chief Executive Officer and a member of the Board of Directors since its inception. Ra Pharma is a leader in macrocyclic peptide and small molecule therapeutics targeting the complement pathway and has advanced its lead molecule, zilucoplan, into the clinic for multiple neuromuscular indications, including an ongoing pivotal Phase 3 study in myasthenia gravis. In October 2019, Ra Pharma entered into a merger agreement with UCB pursuant to which UCB will acquire Ra Pharma. He was an Entrepreneur-in-Residence at Morgenthaler Ventures from January 2008 to May 2014. In 1988, Doug co-founded Transkaryotic Therapies Inc. (TKT), a multi-platform biopharmaceutical company developing protein and gene therapy products, where he led the discovery of a number of approved biopharmaceuticals, including Dynepo™, Replagal®, Elaprase®, and Vpriv®. TKT (formerly Nasdaq: TKTX) was acquired by Shire Pharmaceuticals Group plc in 2005. He was a Visiting Scientist in the Department of Molecular Biology at Massachusetts General Hospital and a Lecturer in Genetics at Harvard Medical School from 2004 to 2007. Doug received his Ph.D. in Biochemistry and Molecular Biology from the State University of New York at Stony Brook and performed postdoctoral studies at the Salk Institute for Biological Studies and Massachusetts General Hospital.

About CRISPR Therapeutics

CRISPR Therapeutics is a leading gene editing company focused on developing transformative gene-based medicines for serious diseases using its proprietary CRISPR/Cas9 platform. CRISPR/Cas9 is a revolutionary gene editing technology that allows for precise, directed changes to genomic DNA. CRISPR Therapeutics has established a portfolio of therapeutic programs across a broad range of disease areas including hemoglobinopathies, oncology, regenerative medicine and rare diseases. To accelerate and expand its efforts, CRISPR Therapeutics has established strategic partnerships with leading companies including Bayer, Vertex Pharmaceuticals and ViaCyte, Inc. CRISPR Therapeutics AG is headquartered in Zug, Switzerland, with its wholly-owned U.S. subsidiary, CRISPR Therapeutics, Inc., and R&D operations based in Cambridge, Massachusetts, and business offices in San Francisco, California and London, United Kingdom. For more information, please visit www.crisprtx.com.

Important Additional Information and Where to Find It

CRISPR Therapeutics will file a proxy statement with the United States Securities and Exchange Commission (“SEC”) in connection with the solicitation of proxies for its 2020 annual general meeting (“2020 Annual Meeting”). SHAREHOLDERS ARE STRONGLY ADVISED TO READ THE PROXY STATEMENT WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. Shareholders may obtain a free copy of the proxy statement, any amendments or supplements to the proxy statement and other documents that CRISPR Therapeutics files with the SEC from the SEC’s website at www.sec.gov or CRISPR Therapeutics’ website at www.crisprtx.com as soon as reasonably practicable after such materials are electronically filed with, or furnished to, the SEC.

Certain Information Regarding Participants

CRISPR Therapeutics, its directors, nominees for election as director, executive officers and other persons related to CRISPR Therapeutics may be deemed to be participants in the solicitation of proxies from CRISPR Therapeutics’ shareholders in connection with the matters to be considered at the 2020 Annual Meeting. Information concerning the interests of CRISPR Therapeutics’ participants in the solicitation is set forth in the materials filed by CRISPR Therapeutics with the SEC, including in its definitive proxy statement filed with the SEC on April 30, 2019, and will be set forth in the proxy statement relating to the 2020 Annual Meeting when it becomes available.

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