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): May 10, 2022

Caribou Biosciences, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-40631**	**45-3728228**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2929 7th Street, Suite 105 **Berkeley, California** **(Address of Principal Executive Offices)**	**94710** **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (510) 982-6030

(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, $0.0001 par value per share	CRBU	NASDAQ Global Select 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 May 10, 2022, the Board of Directors (the "Board") of Caribou Biosciences, Inc., a Delaware corporation (the "Company"), increased the size of the Board from seven to eight directors and unanimously agreed to extend an offer to David L. Johnson, M.B.A., to serve as a Class II director of the Company. Mr. Johnson accepted the offer effective as of May 11, 2022. He was not immediately appointed to any Board committees.

In accordance with the Company's current Non-Employee Director Compensation Policy (the "Policy"), Mr. Johnson will receive cash compensation of $40,000 per year for his service on the Board. Additionally, Mr. Johnson will be eligible to receive initial and annual grants of equity awards pursuant to, and in accordance with, the Policy and the Company's 2021 Equity Incentive Plan. The Company will grant Mr. Johnson a 10-year non-qualified stock option on May 18, 2022 (the "Grant Date") to purchase 44,000 shares of the Company's common stock at an exercise price equal to the closing price of the Company's common stock on the Grant Date. The initial stock option will vest in equal annual amounts over a three-year period, with the first one-third vesting on March 18, 2023.

In connection with his appointment to the Board, Mr. Johnson entered into a standard indemnification agreement with the Company, in the form previously approved by the Board.

There is no arrangement or understanding between Mr. Johnson and any other persons pursuant to which he was elected as a director. In addition, he is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K. There are no family relationships between Mr. Johnson and any of the Company's other directors or executive officers.

Item 7.01 Regulation FD Disclosure

On May 11, 2022, the Company issued a press release announcing the appointment of Mr. Johnson. A copy of the press release is furnished herewith as Exhibit 99.1.

The information set forth under this Item 7.01, including Exhibit 99.1, 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, or be deemed, incorporated by reference in any filing under the Securities Act of 1933, as amended (the "Securities Act"), regardless of any general incorporation language in such filing or document, unless the Company specifically states that the information is to be considered "filed" under the Exchange Act or incorporates by reference into a filing under the Securities Act or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated May 11, 2022
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 thereunto duly authorized.

Caribou Biosciences, Inc.

Date: May 11, 2022

By: /s/ Rachel E. Haurwitz

Rachel E. Haurwitz
President and Chief Executive Officer

Exhibit 99.1

Caribou Biosciences Announces Appointment of David Johnson to its Board of Directors

-- Mr. Johnson brings 30 years of commercial experience to Caribou as company's pipeline of genome-edited cell therapies advances --

BERKELEY, CA, May 11, 2022 (GLOBE NEWSWIRE) – Caribou Biosciences, Inc. (Nasdaq: CRBU), a leading clinical-stage CRISPR genome-editing biopharmaceutical company, today announced the appointment of David L. Johnson to its board of directors. Mr. Johnson is a seasoned executive with 30 years of commercial and operational experience in the biopharmaceutical industry.

"David has an impressive record of successfully building commercial infrastructure and launching new medicines for patients," said Rachel Haurwitz, Ph.D., Caribou's president and chief executive officer. "We are delighted to welcome him to our board of directors and look forward to benefitting from his expertise as we continue to build our company and advance our pipeline of chRDNA-edited allogeneic cell therapies for patients with hematologic and solid tumors."

"Caribou is making its mark as a leader in the allogeneic cell therapy field, deploying its differentiated chRDNA technology to create off-the-shelf cell therapies that may reach greater numbers of patients globally than autologous cell therapies," said Mr. Johnson. "I look forward to working with the Caribou leadership team and other board members as the company develops and advances its pipeline."

Mr. Johnson currently serves as chief commercial officer of Global Blood Therapeutics where he leads the global commercial functions that he built and which facilitated the launch of Oxbryta® in 2019. Previously, Mr. Johnson spent 15 years at Gilead Sciences, Inc., where he held roles of increasing responsibility in the company's commercial organization. He was instrumental in the commercial launch of Gilead's hepatitis C treatments Sovaldi®, Harvoni®, Epclusa®, and Vosevi®, and its hepatitis B treatment Vemlidy®. As vice president, sales and marketing, for Gilead's Antiviral Business Unit, he launched the HIV treatments Complera® and Stribild®. Before Gilead, Mr. Johnson had an 11-year tenure at Glaxo Smith Kline, where he held various positions in sales, product marketing, business development, global commercial strategy, and portfolio development. Mr. Johnson earned an M.B.A. from the Kenan-Flagler Business School at the University of North Carolina and a B.A. in business marketing from the University of Puget Sound.

About Caribou's Novel Next-Generation CRISPR Platform

CRISPR genome editing uses easily designed, modular biological tools to make DNA changes in living cells. There are two basic components of Class 2 CRISPR systems: the nuclease protein that cuts DNA and the RNA molecule(s) that guide the nuclease to generate a site-specific, double-stranded break, leading to an edit at the targeted genomic site. CRISPR systems are capable of editing unintended genomic sites, known as off-target editing, which may lead to harmful effects on cellular function and phenotype. In response to this challenge, Caribou has developed CRISPR hybrid RNA-DNA guides (chRDNAs; pronounced "chardonnays") that direct substantially more precise genome editing compared to all-RNA guides. Caribou is deploying the power of its Cas12a chRDNA technology to carry out high efficiency multiple edits, including multiplex gene insertions, to develop CRISPR-edited therapies.

About Caribou Biosciences, Inc.

Caribou Biosciences is a clinical-stage CRISPR genome-editing biopharmaceutical company dedicated to developing transformative therapies for patients with devastating diseases. The company's genome-editing platform, including its proprietary Cas12a chRDNA technology, enables superior precision to develop cell therapies that are specifically engineered for enhanced persistence. Caribou is advancing a pipeline of off-the-shelf CAR-T and CAR-NK cell therapies for the treatment of patients with hematologic malignancies and solid tumors.

Follow us @CaribouBio and visit www.cariboubio.com.

Forward-Looking Statements

This press release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements related to Caribou's strategy, plans, and objectives, and expectations regarding its clinical and preclinical development programs, including its timing and expectations relating to the release of clinical data from its ongoing ANTLER phase 1 clinical trial for CB-010, the submission of IND applications for CB-011 and CB-012, and target selection for CB-020. Management believes that these forward-looking statements are reasonable as and when made. However, such forward-looking statements are subject to risks and uncertainties, and actual results may differ materially from any future results expressed or implied by the forward-looking statements. Risks and uncertainties include, without limitation, risks inherent in development of cell therapy products; uncertainties related to the initiation, cost, timing, progress, and results of current and future research and development programs, preclinical studies, and clinical trials; and the risk that initial or interim clinical trial data will not ultimately be predictive of the safety and efficacy of Caribou's product candidates or that clinical outcomes may differ as more data becomes available; as well as other risk factors described

from time to time in Caribou's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2021, and subsequent filings. In light of the significant uncertainties in these forward-looking statements, you should not rely upon forward-looking statements as predictions of future events. Except as required by law, Caribou undertakes no obligation to update publicly any forward-looking statements for any reason.

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