

MIRAGEN THERAPEUTICS, INC.
Form 8-K
December 06, 2018

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): December 6, 2018 (December 4, 2018)

MIRAGEN THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36483
(Commission

File Number)

47-1187261
(IRS Employer

Identification No.)

6200 Lookout Rd.

Boulder, CO
(Address of principal executive offices)

80301
(Zip Code)

Registrant's telephone number, including area code: (720) 643-5200

(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 obligations 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))
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.

Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b)

Effective December 4, 2018, Bruce L. Booth, DPhil., resigned from the Board of Directors, or the Board, of Miragen Therapeutics, Inc., a Delaware corporation, or the Company, and all committees of the Board of which Dr. Booth was a member immediately before his resignation. Dr. Booth's resignation did not result from a disagreement on any matter relating to the Company's operations, policies or practices.

In connection with Dr. Booth's resignation, the Board appointed Jeffrey S. Hatfield as Chairman of the Board and appointed Arlene M. Morris as a member of the audit committee of the Board.

Section 8 Other Events

Item 8.01 Other Events.

On December 5, 2018, the Company issued a press release announcing the resignation of Dr. Booth, the appointment of Mr. Hatfield as Chairman of the Board, and the appointment of Ms. Morris as a member of the audit committee of the Board. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibit

| Number | Exhibit Description |
|---------------|---|
| 99.1 | <u>Press release, dated December 5, 2018.</u> |

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.

Miragen Therapeutics, Inc.

Dated: December 6, 2018

By: /s/ Jason A. Leverone
Jason A. Leverone
Chief Financial Officer