

**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 1, 2023 (November 30, 2023)

CYCLERION THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of incorporation)

001-38787
(Commission
File Number)

83-1895370
(IRS Employer
Identification Number)

**245 First Street, 18th Floor
Cambridge, Massachusetts 02142**
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (857) 327-8778

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, no par value	CYCN	The Nasdaq Stock Market LLC (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 November 30, 2023, the Board of Directors of Cycleron Therapeutics, Inc. (the “Company”) voted to increase the size of the Board of Directors to six (6) directors and also voted to elect each of Michael Higgins and Dina Katabi, Ph.D. to the Board of Directors, effective immediately.

The Board has determined that each of the new directors qualify as “independent” in accordance with the published listing requirements of NASDAQ. Mr. Higgins has been appointed as Chair of the Audit Committee and Dr. Katabi has been appointed as a member of the Nominating and Corporate Governance Committee.

Michael Higgins is a serial entrepreneur who has helped launch and build numerous companies during his 30+ year career. He served as Voyager Therapeutics’ Interim Chief Executive Officer from June 2021 to March 2022. In this role he was able to relaunch the company through the completion of three major business development deals, and the restructuring of the management team and research portfolio. Mr. Higgins was an entrepreneur-in-residence at Polaris Partners from 2015 to 2020 where he helped the founding team launch Camp4 Therapeutics. From 2003 through 2014 he served as Senior Vice President, Chief Operating Officer at Ironwood Pharmaceuticals Inc., evolving the company from its early days as a venture backed start-up to a fully integrated commercial organization. Mr. Higgins has been a long-time board member and board chair at other public and private companies. He is currently Chairman of the Board of Voyager Therapeutics (NASDAQ:VYGR) and serves on the Board of Directors of PULMATRiX, Inc. (NASDAQ:PULM). He also previously served as Audit Committee Chair at Voyager and has extensive compensation committee and governance committee experience. He earned a B.S. from Cornell University and an M.B.A. from the Amos Tuck School of Business at Dartmouth College.

Dina Katabi, Ph.D., is the Thuan and Nicole Pham Professor of Electrical Engineering and Computer Science at the Massachusetts Institute of Technology (MIT), the director of the MIT’s Center for Wireless Networks and Mobile Computing, and a member of the National Academy of Engineering, the National Academy of Sciences, and the American Academy of Arts and Sciences. She is also a recipient of the MacArthur Genius Award. Her research focuses on digital health, machine learning, and wireless and mobile technologies. Several start-ups have been spun out of Dr. Katabi’s lab. She is the co-founder and president of Emerald Innovations, a health analytics company that specializes in digital health solutions for passive, contactless, in-home monitoring. She received her Ph.D. and M.S. in Computer Science from MIT and her B.S. from Damascus University.

Each of Mr. Higgins and Dr. Katabi will receive the standard compensation amounts payable to non-employee directors of the Board. Pursuant to these arrangements, each of Mr. Higgins and Dr. Katabi will be paid a cash retainer of \$12,000 in January 2024. In addition, each of Mr. Higgins and Dr. Katabi will each be granted non-employee director restricted stock grants of 20,000 shares of Common Stock, with 2,500 shares vesting immediately and the remaining shares vesting over 42 monthly installments, subject to continued service on the Board.

Each of Mr. Higgins and Dr. Katabi will also enter into the Company’s standard form of directors’ indemnification agreement with the Company, pursuant to which the Company agrees to indemnify its directors to the fullest extent permitted by applicable law and subject to certain conditions to advance expenses in connection with proceedings as described in the indemnification agreement.

ITEM 7.01 REGULATION FD DISCLOSURE

On November 30, 2023, the Company issued a press release entitled “Cycleron Strengthens Board of Directors with Experienced Company Builder and Cutting-edge Innovator.” The full text of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1. The press release was also simultaneously filed on the Company’s website. The information in this Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, or incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by specific reference in such filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title</u>
99.1	Press release dated November 30, 2023, titled Cycleron Strengthens Board of Directors with Experienced Company Builder and Cutting Edge Innovator
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.

Cyclerion Therapeutics, Inc.

Dated: December 1, 2023

By: /s/ Peter M. Hecht, Ph.D.

Name: Peter M. Hecht, Ph.D.

Title: Chief Executive Officer
(Principal Executive Officer)



**Cyclerion Strengthens Board of Directors with Experienced Company Builder
and Cutting-edge Innovator**

- Dina Katabi, Ph.D.: World leader in healthcare AI applications at MIT; inventor of groundbreaking wireless devices for passive assessment of symptoms, behavior, and treatment responses in neurological and psychiatric disorders

- Michael Higgins: Seasoned biopharma executive possessing business and financial acumen with CEO and extensive board experience; former entrepreneur-in-residence at Polaris Partners with a track record of launching successful companies

CAMBRIDGE, Mass., November 30, 2023 – Cyclerion Therapeutics, Inc. (Nasdaq: CYCN), a biopharmaceutical company on a mission to develop treatments for serious diseases, today announced the appointments of Dina Katabi, Ph.D., and Michael Higgins to its Board of Directors.

“Dina and Michael bring a unique combination of leadership capabilities, operating experience, and vast cutting-edge scientific knowledge. Having a world-renowned innovator and a biopharma veteran join the board facilitates the transformation of Cyclerion as we look ahead to possible licenses, mergers, acquisitions and/or other targeted investments,” said Errol DeSouza, Ph.D., chairperson of Cyclerion Therapeutics.

- **Dina Katabi, Ph.D.**, is the Thuan and Nicole Pham Professor of Electrical Engineering and Computer Science at the Massachusetts Institute of Technology (MIT), the director of MIT’s Center for Wireless Networks and Mobile Computing, and a member of the National Academy of Engineering, the National Academy of Sciences, and the American Academy of Arts and Sciences. She is also a recipient of the MacArthur Genius Award. Her research focuses on digital health, machine learning, and wireless and mobile technologies. Several start-ups have been spun out of Dr. Katabi’s lab. She is the co-founder and president of Emerald Innovations, a health analytics company that specializes in digital health solutions for passive, contactless, in-home monitoring. She received her Ph.D. and M.S. in Computer Science from MIT and her B.S. from Damascus University.
- **Michael Higgins** is a serial entrepreneur who has helped launch and build numerous companies during his 30+ year career. Michael served as Voyager Therapeutics’ Interim Chief Executive Officer from June 2021 to March 2022. In this role he was able to stabilize and relaunch the company through the completion of three major business development deals, and the restructuring of the management team and research portfolio. Mr. Higgins was an entrepreneur-in-residence at Polaris Partners from 2015 to 2020 where he helped the founding team launch Camp4 Therapeutics. From 2003 through 2014 he served as Senior Vice President, Chief Operating Officer at Ironwood Pharmaceuticals Inc., evolving the company from its early days as a venture backed start-up to a fully integrated commercial organization. Mr. Higgins has been a long-time board member and board chair at other public and

private companies. He is currently Chairman of the Board of Voyager Therapeutics as well as Pulmatrix Therapeutics. He also served as Audit Committee Chair at Voyager and has extensive compensation committee and governance committee experience. His financial expertise ranges from seed stage financing to IPOs, and beyond. He earned a B.S. from Cornell University and an M.B.A. from the Amos Tuck School of Business at Dartmouth College.

About Cycleron Therapeutics

Cycleron Therapeutics is a clinical-stage biopharmaceutical company on a mission to develop treatments for serious diseases. Cycleron acquired 10 percent equity ownership in Tisento Therapeutics as part of an asset sale agreement in which Tisento acquired the brain-penetrant soluble guanylate cyclase (sGC) stimulators zagociguat and CY3018 acquired from Cycleron. Cycleron's current portfolio includes novel sGC stimulators, namely praliguat and olinciguat, as well as multiple research stage molecules. Praliguat is a systemic sGC stimulator that is exclusively licensed to Akebia and is being advanced in rare kidney disease. Olinciguat is a vascular sGC stimulator that Cycleron intends to out-license for cardiovascular diseases. Concurrently, Cycleron is also evaluating other activities aimed at enhancing shareholder value, which potentially include collaborations, licenses, mergers, acquisitions and/or other targeted investments.

Forward Looking Statement

Certain matters discussed in this press release are "forward-looking statements". We may, in some cases, use terms such as "predicts," "believes," "potential," "continue," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should", "positive", or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. These statements involve risks, uncertainties and other factors that may cause actual results, levels of activity, performance or achievements to be materially different from the information expressed or implied by these forward-looking statements. Although we believe that we have a reasonable basis for each forward-looking statement contained in this press release, we caution you that these statements are based on a combination of facts and factors currently known by us and our projections of the future, about which we cannot be certain. Forward-looking statements in this press release include, but are not limited to, statements about pursuing collaborations, licenses, mergers, acquisitions and/or other targeted investments aimed at enhancing shareholder value. We cannot assure you that the forward-looking statements in this press release will prove to be accurate. Furthermore, if the forward-looking statements prove to be inaccurate, the inaccuracy may be material. Actual performance and results may differ materially from those projected or suggested in the forward-looking statements due to various risks and uncertainties, including, those under the heading "Risk Factors" in our Annual Report on Form 10-K filed with the SEC on March 22, 2023 and in our Form 10-Q filed with the SEC on July 28, 2023, as well as our subsequent SEC filings. In light of the significant uncertainties in these forward-looking statements, you should not regard these statements as a representation or warranty by us or any other person that we will achieve our objectives and plans in any specified time frame, or at all. The forward-looking statements are made only as of the date of this press release and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Contacts

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