
**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): November 20, 2023

C4 THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)
490 Arsenal Way, Suite 120
Watertown, MA
(Address of Principal Executive Offices)

001-39567
(Commission File Number)

47-5617627
(IRS Employer
Identification No.)

02472
(Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 231-0700

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:

- 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	CCCC	The 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 16, 2023, the Board of Directors (the “**Board**”) of C4 Therapeutics, Inc. (the “**Company**”), upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Owen P. Hughes, Jr. as a director of the Company. At the time of his appointment, it was not determined which board committees Mr. Hughes would sit on.

Mr. Hughes has been designated as a Class I director, to serve until the Company’s 2024 Annual Meeting of Stockholders, in accordance with the Company’s Second Amended and Restated By-Laws and to serve thereafter until his successor has been duly elected and qualified or until his earlier death, removal or resignation.

In connection with his appointment and in accordance with the Company’s compensation policy for non-employee directors, the Company granted to Mr. Hughes stock options to purchase up to 52,000 shares of the Company’s common stock under the Company’s 2020 Stock Option and Incentive Plan. One-third of this stock option award shall vest on the first anniversary of the date of grant, with the remainder vesting quarterly over the subsequent two years, *provided, however*, that all vesting of this award shall cease if Mr. Hughes resigns from the Board or otherwise ceases to serve as a director of the Company or otherwise maintain a service relationship with the Company prior to any such vesting date. In addition, in connection with his election, the Company is entering into an indemnification agreement with Mr. Hughes in the same form as used with the Company’s other directors.

There are no arrangements or understandings between Mr. Hughes and any other persons pursuant to which he was selected as a director of the Company, and there are no transactions in which Mr. Hughes has an interest requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On November 20, 2023, the Company issued a press release announcing Mr. Hughes’ appointment to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed “filed” for the 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 deemed subject to the requirements of amended Item 10 of Regulation S-K, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing. The furnishing of this information hereby shall not be deemed an admission as to the materiality of any such information.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The exhibits shall be deemed to be filed or furnished, depending on the relevant item requiring such exhibit, in accordance with the provisions of Item 601 of Regulation S-K (17 CFR 229.601) and Instruction B.2 to this form.

Exhibit Number	Description
99.1	Press release issued November 20, 2023
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.

C4 Therapeutics, Inc.

Date: November 20, 2023

By: /s/ Kendra R. Adams

Kendra R. Adams

Chief Financial Officer and Treasurer



C4 Therapeutics Strengthens Board of Directors with Owen Hughes Appointment

*Owen Hughes, Accomplished Life Sciences Executive with Deep Experience Across Investing, Operations and Governance,
Appointed as Independent Member of the Board of Directors*

WATERTOWN, Mass., November 20, 2023 (GLOBE NEWSWIRE) – C4 Therapeutics, Inc. (C4T) (Nasdaq: CCCC), a clinical-stage biopharmaceutical company dedicated to advancing targeted protein degradation science to develop a new generation of small-molecule medicines and transform how disease is treated, today announced the appointment of Owen Hughes to its board of directors. Mr. Hughes is an accomplished life sciences executive with nearly three decades of experience in investing, operations and corporate governance.

“We are thrilled to welcome Owen to the board of directors and leverage his experience across capital markets and pivotal business development opportunities,” said Bruce Downey, chairman of the board of directors of C4 Therapeutics. “His knowledge will help C4 Therapeutics strategically advance our portfolio of novel degrader medicines that have the potential to transform how disease is treated.”

Mr. Hughes most recently served as co-founder and chief executive officer of Cullinan Oncology, where he led the development of the company’s portfolio of oncology assets through proof-of-concept. Under Mr. Hughes’s leadership, Cullinan raised over \$400 million in capital through its initial public offering and advanced several assets into the clinic. Mr. Hughes also served as chief business officer of Intarcia Therapeutics, where he raised over \$1.4 billion in capital and completed several portfolio deals totaling more than \$1 billion.

Mr. Hughes started his career on Wall Street, initially in investment banking and equity research before transitioning to the buy-side, where he managed public and private healthcare investments for Brookside Capital, a hedge fund under the Bain Capital umbrella, and Pyramis Advisors, a Fidelity Investments company.

Mr. Hughes currently serves as the executive chairman of Sail Bio and XOMA Corporation as well as the chairman of Ikena Oncology. He previously served on the boards of Radius Health (acquired by Gurnet Point Capital) and Translate Bio (acquired by Sanofi). Mr. Hughes earned a B.A. in history from Dartmouth College.

“It is a privilege to join C4T’s board and help advance targeted protein degradation in hopes it may offer patients and physicians a new therapeutic option,” said Mr. Hughes. “I look forward to working with the board of directors and management team to capitalize on the company’s scientific prowess to the benefit of patients and shareholders alike.”

About C4 Therapeutics

C4 Therapeutics (C4T) (Nasdaq: CCCC) is a clinical-stage biopharmaceutical company dedicated to delivering on the promise of targeted protein degradation science to create a new generation of medicines that transforms patients’ lives. C4T is leveraging its TORPEDO[®] platform to efficiently design and optimize small-molecule medicines that harness the body’s natural protein recycling system to rapidly degrade disease-causing proteins, offering the potential to overcome drug resistance, drug undruggable targets and improve patient outcomes. C4T is advancing multiple targeted oncology programs to the

clinic and expanding its research platform to deliver the next wave of medicines for difficult-to-treat diseases. For more information, please visit www.c4therapeutics.com.

Forward-Looking Statements

This press release contains “forward-looking statements” of C4 Therapeutics, Inc. within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements may include, but may not be limited to, express or implied statements regarding our ability to develop potential therapies for patients; the design and potential efficacy of our therapeutic approaches; the potential timing, design and advancement of our preclinical studies and clinical trials, including the potential timing for and receipt of regulatory authorization related to clinical trials and other clinical development activities including clinical trial commencement; and our ability to fund our future operations. Any forward-looking statements in this press release are based on management’s current expectations and beliefs of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: uncertainties related to the initiation, timing, advancement and conduct of preclinical and clinical studies and other development requirements for our product candidates; the risk that any one or more of our product candidates will cost more to develop or may not be successfully developed and commercialized; and the risk that sufficient capital to fund our future operations will be available to us on acceptable terms or at the times required. For a discussion of these and other risks and uncertainties, and other important factors, any of which could cause our actual results to differ from those contained in the forward-looking statements, see the section entitled “Risk Factors” in C4 Therapeutics’ most recent Annual Report on Form 10-K and/or Quarterly Report on Form 10-Q, as filed with the Securities and Exchange Commission. All information in this press release is as of the date of the release, and C4 Therapeutics undertakes no duty to update this information unless required by law.

Contacts:

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