

**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 Act of 1934**

Date of Report (Date of earliest event reported): **June 20, 2019**

MAGENTA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38541
(Commission
File Number)

81-0724163
(I.R.S. Employer
Identification Number)

**100 Technology Square
Cambridge, Massachusetts**
(Address of principal executive offices)

02139
(Zip Code)

Registrant's telephone number, including area code: **(857) 242-0170**

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 240.13d-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, \$0.001 Par Value	MGTA	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 June 20, 2019, the Board of Directors (the “Board”) of Magenta Therapeutics, Inc. (the “Company”) unanimously appointed Anne McGeorge to fill the newly created vacancy on the Board resulting from an increase in the size of the Board from nine (9) directors to ten (10) directors. Upon her appointment to the Board, Ms. McGeorge became a member of the slate of Class II directors with terms expiring at the Company’s 2020 Annual Meeting of Stockholders. The Board has determined that Ms. McGeorge qualifies as an independent director and is qualified to serve under the applicable rules and regulations of the Securities and Exchange Commission (the “SEC”) and the listing rules of the Nasdaq Stock Market LLC. The Board also determined that Ms. McGeorge is an audit committee expert and she will serve as the Chairperson of the Audit Committee of the Board. For her service on the Board, Ms. McGeorge will receive the same compensation as other non-management directors, as described in the Company’s most recent proxy statement filed with the SEC. Ms. McGeorge has also entered into the Company’s standard form of indemnification agreement.

Ms. McGeorge has over 35 years of experience providing strategic guidance and operational oversight to health care organizations. Ms. McGeorge currently works as an operating partner for Havencrest Healthcare Partners and as an adjunct professor at the University of North Carolina at Chapel Hill. Ms. McGeorge is a director at several private companies, including Tri It For Life and several entities associated with the Be The Match Foundation, and is on the advisory board at Dioko Ventures. Prior to her retirement in July 2017, Ms. McGeorge worked at Grant Thornton LLP where she routinely advised clients on audit and financial matters relating to the healthcare industry. During her time at Grant Thornton LLP, Ms. McGeorge was Managing Partner of Grant Thornton LLP’s Health Care Industry Practice from January 2006 to July 2017 as well as Global Managing Partner for Grant Thornton International’s Health Care Industry Practice from August 2015 to July 2017. Ms. McGeorge was formerly a partner at Deloitte LLP from 2002 to 2005 and at Arthur Andersen LLP from 1994 to 2002. Ms. McGeorge received a BBA, Business, Accounting from the College of William and Mary, and an MS, Accounting/Taxation from the University of Virginia. Ms. McGeorge is qualified to serve on the Board based on her extensive experience providing auditing and financial services for the healthcare industry.

There are no arrangements or understandings between Ms. McGeorge and any other persons pursuant to which she was elected as a director of the Company. There are no family relationships between Ms. McGeorge and any director or executive officer of the Company, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On June 24, 2019, the Company announced that Ms. McGeorge had been appointed to the Board effective June 20, 2019. A copy of that press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference herein.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for any purpose, including 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, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing. This Current Report on Form 8-K will not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely by Regulation FD.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 24, 2019

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.

MAGENTA THERAPEUTICS, INC.

Date: June 24, 2019

By: /s/ Jason Gardner

Title: President and Chief Executive Officer



Magenta Therapeutics Appoints Anne McGeorge to Board of Directors

CAMBRIDGE, Mass. – June 24, 2019 - **Magenta Therapeutics** (NASDAQ: MGTA), a clinical-stage biotechnology company developing novel medicines to bring the curative power of stem cell transplant to more patients, today announced that it has appointed Anne McGeorge, M.S., CPA, to its board of directors. Ms. McGeorge will also serve as chair of the Magenta audit committee.

“We are delighted to welcome Anne McGeorge to the Magenta board,” said Jason Gardner, D.Phil., President and Chief Executive Officer, Magenta Therapeutics. “Ms. McGeorge has extensive financial and strategic leadership experience in healthcare. Her diverse expertise will be invaluable to Magenta as we build a fully integrated company with a singular focus on curing patients with autoimmune diseases, blood cancers and genetic diseases.”

“Magenta has a bold vision to revolutionize the field of stem cell transplant to allow many more patients to benefit from its power to reset the immune system — a vision that is personally important to me through my work with Be The Match, the leading global stem cell transplant organization,” said Ms. McGeorge. “I look forward to working with the team at Magenta to help them bring their transformative therapies to patients across multiple disease areas.”

Ms. McGeorge is an operating partner at Havencrest Healthcare, a growth equity fund specializing in the healthcare industry; and a board member at Dioko Health Ventures, a healthcare venture fund. She previously spent more than a decade as managing partner of the U.S. and Global Healthcare practice at Grant Thornton, an independent audit, tax and advisory firm; and prior to that was a healthcare partner at audit and tax firms Deloitte, LLP and Arthur Andersen, LLP.

Ms. McGeorge is a member of the board of directors and the audit/finance and new technology committees of Be The Match, a non-profit organization dedicated to helping patients access life-saving stem cell transplants. She also sits on the steering committee of the Carolinas and Tampa Bay chapters of 2020 Women on Boards, an organization focused on increasing diversity on public company boards. Ms. McGeorge teaches a financial leadership course at the University of North Carolina, Chapel Hill, Gillings School of Public Health.

Ms. McGeorge earned a B.B.A. in accounting from the College of William and Mary, and an M.S. in Accounting from the University of Virginia.

About Magenta Therapeutics

Headquartered in Cambridge, Mass., Magenta Therapeutics is a clinical-stage biotechnology company developing novel medicines for patients with autoimmune diseases, blood cancers and genetic diseases. By creating a platform focused on critical areas of unmet need, Magenta Therapeutics is pioneering an integrated approach to allow more patients to receive one-time, curative therapies by making the process more effective, safer and easier.

Forward-Looking Statement

This press release may contain forward-looking statements and information within the meaning of The Private Securities Litigation Reform Act of 1995 and other federal securities laws. The use of words such as “may,” “will,” “could”, “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “seeks,” “endeavor,” “potential,” “continue” or the negative of such words or other similar expressions can be used to identify forward-looking statements. The express or implied forward-looking statements included in this press release are only predictions and are subject to a number of risks, uncertainties and assumptions, including, without limitation: uncertainties inherent in clinical studies and in the availability and timing of data from ongoing clinical studies; whether interim results from a clinical trial will be predictive of the final results of the trial; whether results from preclinical studies or earlier clinical studies will be predictive of the results of future trials; the expected timing of submissions for regulatory approval or review by governmental authorities, including review under accelerated approval processes; orphan drug designation eligibility; regulatory approvals to conduct trials or to market products; whether Magenta’s cash resources will be sufficient to fund Magenta’s foreseeable and unforeseeable operating expenses and capital expenditure requirements; and other risks set forth under the caption “Risk Factors” in Magenta’s Registration Statement on Form S-1, as updated by Magenta’s most recent Quarterly Report on Form 10-Q and its other filings with the Securities and Exchange Commission. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this press release may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. Although Magenta believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, except as required by law, neither Magenta nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements included in this press release. Any forward-looking statement included in this press release speaks only as of the date on which it was made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

Magenta Therapeutics:

Manisha Pai, Vice President, Communications & Investor Relations

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