

**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): **April 14, 2020**

MAGENTA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

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 240.13e-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, \$0.001 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 April 14, 2020, the Board of Directors (the “Board”) of Magenta Therapeutics, Inc. (the “Company”) promoted John C. Davis, Jr., M.D. to Head of Research and Development and Chief Medical Officer. Dr. Davis has served as Chief Medical Officer of the Company since February 2018.

In connection with his promotion to Head of Research and Development and Chief Medical Officer, the Compensation Committee of the Board approved an increase in Dr. Davis’ annual base salary to \$450,000. In addition, the Company issued Dr. Davis an option to purchase 50,000 shares of the Company’s common stock pursuant to the Magenta Therapeutics, Inc. 2018 Stock Option and Incentive Plan (the “2018 Plan”). The stock option will have an exercise price per share equal to \$8.18, the closing price of the Company’s common stock on the Nasdaq Global Market on the date of the grant, and will vest in 16 equal quarterly installments until fully vested on the fourth anniversary of the grant date. Pursuant to his employment agreement with the Company, if Dr. Davis is terminated by the Company without cause or he resigns for good reason, each within 12 months following a change in control (as defined in his employment agreement), subject to the delivery of a fully effective release of claims, all shares subject to the stock option will vest and become fully exercisable.

Item 7.01 Regulation FD Disclosure.

On April 17, 2020, the Company issued a press release announcing the foregoing described promotion. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information in 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 deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release dated April 17, 2020.</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.

MAGENTA THERAPEUTICS, INC.

Date: April 17, 2020

By: /s/ Jason Gardner

Title: President and Chief Executive Officer



Magenta Therapeutics Names John Davis Jr., M.D., M.P.H, M.S., Head of Research and Development

CAMBRIDGE, Mass. – Apr. 17, 2020 - **Magenta Therapeutics** (NASDAQ: MGTA), a clinical-stage biotechnology company developing novel medicines to bring the curative power of immune reset to more patients, today announced that it has promoted John Davis Jr., M.D., M.P.H., M.S. to Head of Research and Development and Chief Medical Officer.

“As Magenta continues its strong track record of progress in both Research and Development, we are further positioning the company for future success by strengthening the collaboration and synergies between these two crucial organizations within Magenta,” said Jason Gardner, D.Phil., President and Chief Executive Officer, Magenta Therapeutics. “John Davis is an experienced physician-scientist drug developer and the ideal patient-centric leader to guide our R&D organization in their singular focus to bring our multiple transformative new medicines to patients in the most effective and efficient manner.”

“Magenta is the only company that is solely focused on delivering curative immune reset to more patients with autoimmune diseases, blood cancers and genetic diseases. The Company has built its success upon a strong research platform and a promising early clinical pipeline,” said Dr. Davis. “With our world-class team, I look forward to harnessing our preclinical, translational and clinical expertise to deliver a portfolio of groundbreaking new medicines for patients.”

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Dr. Davis joined Magenta as Chief Medical Officer in 2018. Previously he served as Senior Vice President and Head of Early Clinical Development at Pfizer. Prior to that, Dr. Davis was Vice President and Global Therapeutic Area Head of Immunology at Baxalta/Shire and was Senior Group Director and Head of the Inflammation and Cardiovascular/Metabolism Group in the Early Clinical Development Group at Genentech. Dr. Davis spent nearly 10 years on faculty at The University of California San Francisco leading clinical research in multiple autoimmune diseases, and he was Professor of Clinical Medicine. Dr. Davis earned an M.D. from the University of Maryland where he graduated *summa cum laude*. Dr. Davis trained in Internal Medicine and Rheumatology at The University of California San Francisco. He continued training in clinical research and rheumatology at The National Institutes of Health NIAMS Intramural Program. He holds an M.P.H. in Epidemiology from the University of California Berkley, and an M.S. in Anatomical Science from the University of Maryland School of Medicine. He is a fellow of both the American College of Physicians and the American College of Rheumatology and continues to see patients at the Boston VA Medical Center.

About Magenta Therapeutics

Magenta Therapeutics is a clinical-stage biotechnology company developing medicines to bring the curative power of immune system reset through stem cell transplant to more patients with autoimmune diseases, genetic diseases and blood cancers. Magenta is combining leadership in stem cell biology and biotherapeutics development with clinical and regulatory expertise, a unique business model and broad networks in the stem cell transplant world to revolutionize immune reset for more patients.

Magenta is based in Cambridge, Mass. For more information, please visit www.magentatx.com.

Follow Magenta on Twitter: [@magentatx](https://twitter.com/magentatx).

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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 risks set forth under the caption “Risk Factors” in Magenta’s most recent Annual Report on Form 10-K, 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:

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