

**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): January 6, 2023**

**FORTE BIOSCIENCES, INC.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38052**  
(Commission  
File Number)

**26-1243872**  
(IRS Employer  
Identification No.)

**3060 Pegasus Park Dr.**  
**Building 6**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

**75247**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (310) 618-6994**

**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 (see General Instruction A.2. below):

- 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	FBRX	The NASDAQ Stock Market LLC

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.**

### *Appointment of Director*

On January 10, 2023, the Board of Directors (the “Board”) of the Company, upon recommendation of the Nominating and Governance Committee of the Board, appointed David Gyska, M.B.A. to the Board to fill a vacancy on the Board, effective January 10, 2023. Mr. Gyska will serve as a Class II director, with a term expiring at the annual meeting of stockholders to be held in 2025. In addition, the Board appointed Mr. Gyska as a member of the Audit Committee of the Board.

Mr. Gyska, 66, has over 35 years of experience as a senior financial executive at life sciences and biotechnology companies. Mr. Gyska served as Executive Vice President and Chief Financial Officer of Incyte Corporation, a pharmaceutical company, from October 2014 to December 2018. Additionally, Mr. Gyska served as Chief Operating Officer and a director of Myrexix, Inc., a biopharmaceutical company, from May 2012 to December 2012. From December 2006 to October 2010, Mr. Gyska served as Senior Vice President and Chief Financial Officer of Celgene Corporation, a pharmaceutical company. From October 2004 to December 2006, Mr. Gyska was a principal at Strategic Consulting Group, where he provided strategic consulting to early-stage biotechnology companies. Previously, Mr. Gyska served at Scios, Inc., a biopharmaceutical company, as Senior Vice President and Chief Financial Officer from 2000 to 2004, and as Vice President of Finance and Chief Financial Officer from 1998 to 2000. Scios was acquired by Johnson & Johnson in 2003. From 1993 to 1998, Mr. Gyska served as Vice President, Finance and Chief Financial Officer at Cardiac Pathways, a medical device company later acquired by Boston Scientific Corporation. Prior to Cardiac Pathways, Mr. Gyska served as a partner at Ernst & Young (EY) in California. Mr. Gyska serves on the board of directors Seagen Inc. (NASDAQ:SGEN). In the past 20 years, Mr. Gyska served as a director for five other public biotechnology companies, including Aerie Pharmaceuticals, Inc. from 2012 to 2015 and then again from 2018 to 2022, GW Pharmaceuticals plc from 2020 to 2021, and PDL BioPharma, Inc. from 2014 to 2019. Mr. Gyska holds a B.A. in Accounting and Finance from Loyola University and an M.B.A. from Golden Gate University.

Mr. Gyska will be compensated in accordance with the Company’s amended and restated non-employee director compensation policy (the “Policy”). Pursuant to the Policy, Mr. Gyska will be entitled to receive \$40,000 per year for service as a member of the Board and \$8,000 per year for service as a member of the Audit Committee, each paid quarterly in arrears on a pro-rata basis.

In connection with his appointment to the Board as a non-employee director and pursuant to the Company’s 2021 Equity Incentive Plan and the Policy, Mr. Gyska also automatically received a stock option for 50,000 shares of Common Stock of the Company, which will vest in equal monthly installments over a three year period such that the option is fully vested on the third anniversary of the date of grant, subject to Mr. Gyska’s continued service on the Board through each applicable vesting date.

Mr. Gyska has entered into the Company’s standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 of the Company’s Registration Statement on Form S-1 (File No. 333-216574), as amended, originally filed on March 9, 2017.

There is no arrangement or understanding between Mr. Gyska and any other persons pursuant to which Mr. Gyska was elected as a director. In addition, Mr. Gyska is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K. There are no family relationships between Mr. Gyska and any of the Company’s directors or executive officers.

### *Resignation of Director*

On January 6, 2023, Patricia Walker, M.D., Ph.D. notified Forte Biosciences, Inc. (the “Company”) of her resignation as a member of the Board of Directors (the “Board”) of the Company and from all committees of the Board on which she served, in each case effective as of January 6, 2023. Dr. Walker’s resignation is not the result of any disagreement with the Company relating to the Company’s operations, policies or practices.

## **Item 7.01. Regulation FD Disclosure.**

On January 12, 2023, the Company issued a press release announcing the appointment of Mr. Gyska as a director. A copy of the press release is furnished herewith as Exhibit 99.1.

The information furnished in this Current Report under 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 incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	<a href="#">Press Release dated January 12, 2023 announcing the appointment of David Gryska to the board of directors</a>
104	The cover page of this Current Report on Form 8-K, formatted in inline XBRL

**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.

**FORTE BIOSCIENCES, INC.**

Date: January 12, 2023

By: /s/ Antony Riley  
Antony Riley  
Chief Financial Officer

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# FORTE BIOSCIENCES, INC

## MR. DAVID GRYSKA APPOINTED TO FORTE BIOSCIENCES BOARD OF DIRECTORS

*-Addition of Mr. David Gryska Further Strengthens Forte Board of Directors*

**DALLAS, TX – JANUARY 12, 2023** – Forte Biosciences, Inc. ([www.fortebiorx.com](http://www.fortebiorx.com)) (NASDAQ: FBRX), announced today that Mr. David Gryska has been appointed to the Forte Biosciences Board of Directors.

Mr. Gryska was previously the Chief Financial Officer and Executive Vice President at Incyte. Prior to joining Incyte, Mr. Gryska held the position of Chief Financial Officer and Senior Vice President at Celgene prior to its acquisition by Bristol-Myers Squibb. Mr. Gryska has spent over 30 years as a senior executive at life science and biotechnology companies with extensive experience relating to strategic transactions, acquisitions, financings and global expansion.

Mr. Gryska commented, “I am very pleased to join Paul and the Board of Forte. Paul has assembled an experienced, seasoned and talented team and I am looking forward to contributing to help Paul and the team drive long term shareholder value at Forte.”

“We are incredibly fortunate that David agreed to join our Board of Directors. I have known David for more than 20 years and have tremendous respect for him as a leader and board member at many of the world’s most innovative and successful biotechnology companies, including Seagen, Incyte, Celgene, Aerie Pharmaceuticals and GW Pharmaceuticals. Our board members have deep and valuable pharmaceutical and biotechnology experience and David’s addition significantly builds and expands on that expertise. We are excited to have someone of David’s extensive experience join the team as we drive the development of our pipeline. David brings very valuable insights and we all are looking forward to working with him.” said Forte’s chairman and CEO Paul Wagner, Ph.D.

### **About Forte**

Forte Biosciences, Inc. is a biopharmaceutical company and the lead product, FB-102, is a proprietary molecule with potentially broad autoimmune and oncology applications.

### **Forward Looking Statements**

Forte cautions you that statements included in this press release that are not a description of historical facts are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negatives of these terms or other similar expressions. These statements are based on the Company’s current beliefs and expectations. Forward looking statements include statements regarding Forte’s beliefs, goals, intentions and expectations regarding its product candidates. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation: risks related to Forte’s ability to obtain sufficient additional capital to continue to advance Forte’s product candidates and preclinical programs; results from early-preclinical studies may not be predictive of results from later-stage studies or clinical trials;

uncertainties associated with the clinical development and regulatory approval of Forte's product candidates, including potential delays in the commencement, enrollment and completion of clinical trials; the risk that interim results of clinical trials do not necessarily predict final results and that one or more of the clinical outcomes may materially change as patient enrollment continues, following more comprehensive reviews of the data, and as more patient data become available; the risk that unforeseen adverse reactions or side effects may occur in the course of developing and testing product candidates; risks associated with the failure to realize any value from product candidates and preclinical programs being developed and anticipated to be developed in light of inherent risks and difficulties involved in successfully bringing product candidates to market; and risks related to the impact of the COVID-19 outbreak on Forte's operations, the biotechnology industry and the economy generally. Information on these and additional risks, uncertainties, and other information affecting Forte's business and operating results is contained in Forte's Quarterly Report on Form 10-Q for the quarter ended September 30, 2022 as filed with the Securities and Exchange Commission on November 14, 2022 and in its other filings with the Securities and Exchange Commission. All forward-looking statements in this press release are current only as of the date hereof and, except as required by applicable law, Forte undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Contact:

LifeSci Advisors  
Mike Moyer, Managing Director  
[mmoyer@lifesciadvisors.com](mailto:mmoyer@lifesciadvisors.com)