

**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): **March 9, 2023**

**HOOKIPA PHARMA INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**001-38869**  
(Commission File Number)

**81-5395687**  
(I.R.S. Employer  
Identification No.)

**350 Fifth Avenue, 72nd Floor  
Suite 7240  
New York, New York**  
(Address of principal executive offices)

**10018**  
(Zip Code)

Registrant's telephone number, including area code: **+43 1 890 63 60**

**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	HOOK	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 March 9, 2023, the Board of Directors (the “Board”) of HOOKIPA Pharma Inc. (the Company”) appointed Terry Coelho as a director of the Board, effective April 3, 2023. Ms. Coelho will serve as a Class III director, to serve until the Company’s annual meeting of stockholders in 2025. Ms. Coelho will also serve as a member of the Compensation Committee of the Board and the Audit Committee of the Board commencing on April 3, 2023.

Ms. Coelho most recently served as Executive Vice President, Chief Financial Officer and Chief Business Development Officer for CinCor Pharma, Inc from November 2021 through November 2022. Prior to that, Ms. Coelho served as Executive Vice President and Chief Financial Officer of BioDelivery Sciences International from January 2019 to November 2021. Prior to that Ms. Coelho served as Chief Financial Officer of Balchem Corporation from October 2017 to October 2018. Prior to her time at Balchem, Ms. Coelho served as interim Chief Operating Officer and Chief Financial Officer at Diversey, Inc. from September 2017 to October 2017. From October 2014 to October 2017, Ms. Coelho served at Sealed Air Corporation, most recently as Vice President & Global Commercial Excellence, Diversey Care. Ms. Coelho’s experience also includes over seven years at Novartis Pharmaceuticals from March 2007 until October 2014, most recently as Global Head of Oncology Development Finance. Prior to that, Ms. Coelho spent over 20 years at Mars, Incorporated. Ms. Coelho is a member of the Board of Directors of First Wave BioPharma (NASDAQ: FWBI). Ms. Coelho received her B.A. from The American University in Washington, D.C. and earned her M.B.A. from the Instituto Brasileiro de Mercado de Capitais in Rio de Janeiro, Brazil. The Board believes Ms. Coelho’s business, strategic and leadership experience as well as her knowledge of the biotechnology industry makes her qualified to serve on the Company’s Board.

Ms. Coelho will be compensated for her service as a non-employee director pursuant to the Company’s Non-Employee Director Compensation Policy (the “Policy”). As a non-employee director, Ms. Coelho is entitled to an initial option to purchase 19,200 shares of the Company’s common stock and is also entitled to receive an annual cash retainer of \$40,000 and additional annual stock option awards, subject to her continued service on the Board. As a member of the Audit Committee and Compensation Committee of the Board, Ms. Coelho is also entitled to receive an annual cash retainer of \$15,000 and \$10,000, respectively, subject to her continued service on the Audit Committee and Compensation Committee. Ms. Coelho may elect to receive stock options in lieu of such annual cash retainers.

The Company will also enter into an indemnification agreement with Ms. Coelho in connection with her appointment to the Board, which will be in substantially the same form as that entered into with the other directors of the Company. There are no other arrangements or understandings between Ms. Coelho and any other persons pursuant to which she was selected as a director, and Ms. Coelho 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 March 13, 2023, the Company issued a press release announcing the appointment of Ms. Coelho to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

### **Item 9.01. Exhibits**

(d) Exhibits

[99.1 Press Release issued by the Company on March 13, 2023, furnished herewith.](#)

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**SIGNATURE**

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.

Date: March 13, 2023

**HOOKIPA Pharma, Inc.**

By: /s/ Joern Aldag

Joern Aldag

Chief Executive Officer

(Principal Executive Officer)

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# HOOKIPA PHARMA

## **HOOKIPA Pharma Appoints Terry Coelho to its Board of Directors**

**New York, US and Vienna, Austria**, March 13, 2023 - HOOKIPA Pharma Inc. (NASDAQ: HOOK, 'HOOKIPA'), a company developing a new class of immunotherapeutics based on its proprietary arenavirus platform, announced today that Terry Coelho will join its Board of Directors, Audit Committee and Compensation Committee, effective April 3, 2023.

“Terry is an immensely valuable addition to our Board, given her experience in business strategy, broad financial transactions and business development, and we are thrilled to welcome her to the team,” said Joern Aldag, Chief Executive Officer at HOOKIPA. “Terry has worked with companies large and small and navigated fast-paced, complex business environments, including in the pharmaceutical sector. We will undoubtedly benefit from her insights and expertise, as we advance our pipeline of arenaviral therapeutic candidates both in and towards the clinic.”

Ms. Coelho has over 35 years of experience as a multinational leader and executive with broad business, strategic and leadership experience in general management and across all areas of finance at public and private companies in multiple sectors, including pharmaceuticals. She most recently served as Executive Vice President, Chief Financial Officer and Chief Business Development Officer for CinCor Pharma, Inc, through November 2022. Prior to that, Ms. Coelho served in executive leadership roles, including Executive Vice President and Chief Financial Officer at BioDelivery Sciences International, and Chief Financial Officer at Balchem Corporation and Diversey, Inc. Ms. Coelho’s experience includes over seven years at Novartis Pharmaceuticals, primarily with the Oncology division, where she held roles of increasing responsibility focused in business planning and leading global oncology development finance. She began her career at Mars, Inc.

Ms. Coelho is a Member of the Board of Directors at First Wave BioPharma (NASDAQ: FWBI). She graduated summa cum laude from The American University in Washington, D.C. and earned her masters of business administration from the Instituto Brasileiro de Mercado de Capitais (IBMEC) in Rio de Janeiro, Brazil. Ms. Coelho is a founding member of the CFO Leadership Council (Charlotte and Raleigh chapters) and has served on the advisory board for Northeastern University’s M.B.A. Finance Track and the University of North Carolina at Charlotte Women in Business.

“It’s an exciting time to join HOOKIPA, with its strong pipeline in oncology and infectious diseases, as well as its strategic collaborations with premier players in the pharmaceutical sector,” said Terry Coelho. “I look forward to sharing my experience and perspective as the company drives its clinical programs forward and we continue with the next phase of growth.”

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## About HOOKIPA

HOOKIPA Pharma Inc. (NASDAQ: HOOK) is a clinical-stage biopharmaceutical company focused on developing novel immunotherapies, based on its proprietary arenavirus platform, which are designed to mobilize and amplify targeted T cells and thereby fight or prevent serious disease. HOOKIPA's replicating and non-replicating technologies are engineered to induce robust and durable antigen-specific CD8+ T cell responses and pathogen-neutralizing antibodies. HOOKIPA's pipeline includes its wholly owned investigational arenaviral immunotherapies targeting Human Papillomavirus 16-positive cancers, prostate cancers, and other undisclosed oncology programs. HOOKIPA is collaborating with Roche on an arenaviral immunotherapeutic for KRAS-mutated cancers. In addition, HOOKIPA aims to develop functional cures of HBV and HIV in collaboration with Gilead.

Find out more about HOOKIPA online at [www.hookipapharma.com](http://www.hookipapharma.com).

For further information, please contact:

### Media

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### Investors

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## Forward Looking Statements

Certain statements set forth in this press release constitute “forward-looking” statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements can be identified by terms such as “believes,” “expects,” “plans,” “potential,” “would” or similar expressions and the negative of those terms. Such forward-looking statements involve substantial risks and uncertainties that could cause HOOKIPA's research and clinical development programs, future results, performance or achievements to differ significantly from those expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the uncertainties inherent in the drug development process, including HOOKIPA's programs' early stage of development, the process of designing and conducting preclinical and clinical trials, the regulatory approval processes, the timing of regulatory filings, the challenges associated with manufacturing drug products, HOOKIPA's ability to successfully establish, protect and defend its intellectual property, risks relating to business interruptions resulting from the coronavirus (COVID-19) disease outbreak or similar public health crises, the impact of COVID-19 on the enrollment of patients and timing of clinical results, and other matters that could affect the sufficiency of existing cash to fund operations. HOOKIPA undertakes no obligation to update or revise any forward-looking statements. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of the company in general, see HOOKIPA's quarterly report on Form 10-Q for the quarter ended September 30, 2022, which is available on the Security and Exchange Commission's website at [www.sec.gov](http://www.sec.gov) and HOOKIPA's website at [www.hookipapharma.com](http://www.hookipapharma.com).

Investors and others should note that we announce material financial information to our investors using our investor relations website (<https://ir.hookipapharma.com/>), SEC filings, press releases, public conference calls and webcasts. We use these channels, as well as social media, to communicate with our members and the public about our company, our services and other issues. It is possible that the information we post on social media could be deemed to be material information. Therefore, we encourage investors, the media, and others interested in our company to review the information we post on the U.S. social media channels listed on our investor relations website.

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