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): October 20, 2022

Invivyd, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-40703**	**85-1403134**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

1601 Trapelo Road, Suite 178 **Waltham, MA**	**02451**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's telephone number, including area code: (781) 819-0080

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, par value $0.0001 per share	**IVVD**	**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.

On October 20, 2022, Redonda Miller, M.D., M.B.A. notified Invivyd, Inc. (the "Company") of her decision to resign from the Board of Directors of the Company (the "Board") and all committees thereof, effective immediately. The resignation of Dr. Miller was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

On October 20, 2022, the Board, upon the recommendation of the Nominating and Corporate Governance Committee of the Board (the "Nominating Committee"), appointed Christine Lindenboom as a Class II director, effective immediately, with her term expiring at the Company's 2023 annual meeting of stockholders. The Board also appointed Ms. Lindenboom to the Nominating Committee, effective immediately.

Ms. Lindenboom's compensation as a director will be consistent with the compensation provided to all of the Company's non-employee directors. Under the Company's current non-employee director compensation policy, Ms. Lindenboom will receive an annual cash retainer of $40,000 for her Board service. Ms. Lindenboom will receive an additional annual retainer of $4,000 for her service on the Nominating Committee. Ms. Lindenboom was granted a nonqualified option to acquire 150,000 shares of common stock of the Company (the "Common Stock"), with such grant vesting over a three-year period, with one-third of the shares vesting on the first anniversary of October 20, 2022 (the "Grant Date") and 1/36th of the shares vesting in equal monthly installments thereafter, such that the option is fully vested on the third anniversary of the Grant Date, subject to Ms. Lindenboom's service with the Company through each such vesting date. The option is exercisable for 10 years from the Grant Date, with the same per share exercise price as the closing sales price of the Common Stock on the Nasdaq Stock Market on the Grant Date. The option will also be subject to the terms and conditions of the Company's 2021 Equity Incentive Plan, as amended.

The Company and Ms. Lindenboom also entered into the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.4 to the Registration Statement on Form S-1/A (File No. 333-257975) filed with the U.S. Securities and Exchange Commission on August 2, 2021. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify each director for certain expenses (including attorneys' fees), judgments, fines and settlement amounts actually and reasonably incurred by them in any action or proceeding arising out of their service as a director of the Company.

There is no arrangement or understanding between Ms. Lindenboom and any other person pursuant to which Ms. Lindenboom was appointed a director of the Company. There are no relationships or transactions in which Ms. Lindenboom has or will have an interest, or was or is a party, requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On October 24, 2022, the Company issued a press release announcing changes to the Board. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference to this Item 7.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated October 24, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INVIVYD, INC.

Date: October 24, 2022

By: /s/ Jill Andersen
Jill Andersen
Chief Legal Officer and Corporate Secretary

Exhibit 99.1

INVIVYD ANNOUNCES THE APPOINTMENT OF CHRISTINE LINDENBOOM TO BOARD OF DIRECTORS

WALTHAM, MASS; October 24, 2022 – Invivyd, Inc. (Nasdaq: IVVD), a clinical-stage biopharmaceutical company on a mission to protect humanity from serious viral respiratory diseases, today announced the appointment of Christine Lindenboom, senior vice president investor relations & corporate communications at Alnylam Pharmaceuticals, Inc., to its board of directors. In addition, Redonda Miller, M.D., M.B.A., president of The Johns Hopkins Hospital, has stepped down from her position on the board.

"We are excited to welcome Christine to our board of directors where her business acumen and deep knowledge of the biopharmaceutical industry will round out and enhance our current board roster," said Dave Hering, Invivyd CEO and director. "Her insights will be invaluable as we continue to grow as an organization focused on the development, engineering and delivery of rapid and lasting antibody immunity to protect populations in need."

Ms. Lindenboom brings nearly 25 years of healthcare and pharmaceutical experience to Invivyd. Prior to her current role at Alnylam Pharmaceuticals, her leadership roles included senior director of corporate affairs at Pfizer and director of corporate media relations and global communications at Amgen where she was responsible for overseeing media relations on behalf of the company's marketed and late-stage pipeline programs. She currently serves on the board of directors of Kendall Square Association, an internationally recognized innovation district located in Cambridge, MA. Ms. Lindenboom received a B.A. from Northeastern University.

"I'm honored to take on this role at such a critical and pivotal time in the healthcare industry, said Christine Lindenboom. "These are exciting and challenging times, and I look forward to working with my fellow board members as we advance Invivyd's mission to treat and prevent infectious diseases by leveraging our discovery platform and development capabilities to deliver the best antibody solutions possible."

Regarding Dr. Miller's departure from Invivyd's board of directors, Hering shared, "We are so grateful to Redonda for her incredible support and guidance over the past year. Her efforts contributed to the current direction and focus of the company as we work our way through developing product candidates to protect against and treat infections. On behalf of the board and the entire Invivyd organization, I want to thank Redonda for all that she has done for Invivyd and wish her continued success."

Ms. Lindenboom will join current board members Marc Elia of M28 Capital Management L.P., Tom Heyman of Johnson & Johnson Development Corporation, Terry McGuire of Polaris Partners, Tamsin Berry and Clive Meanwell, M.D. of Population Health Partners, Michael Wyzga of MSW Consulting, Inc. and Dave Hering, Invivyd's CEO.

About Invivyd

(Nasdaq: IVVD)

Invivyd, formerly Adagio Therapeutics (Nasdaq: ADGI), is a biopharmaceutical company on a mission to protect humanity from serious viral respiratory diseases. The company is developing antibodies to transcend the limits of naturally occurring immunity and provide superior protection from viral diseases, beginning with COVID-19. Invivyd's technology works at the intersection of evolutionary virology, predictive modeling, and antibody engineering, and is designed to identify high-quality, long-lasting antibodies with a high barrier to viral escape. The company is generating a robust pipeline of products for use in both prevention and treatment of disease. NVD200, Invivyd's first antibody combination product for COVID-19, is expected to enter the clinic in Q1 2023. Invivyd's most advanced pipeline candidate is adintrevimab, an investigational monoclonal antibody which has demonstrated clinically meaningful results in global Phase 3 clinical trials against multiple variants of concern for the prevention and treatment of COVID-19. Adintrevimab is not approved for use in any country. The safety and efficacy of adintrevimab have not been established. The company also has multiple discovery stage candidates for the prevention of seasonal influenza. Visit www.invivyd.com to learn more.

Cautionary Note Regarding Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "anticipates," "believes," "could," "expects," "intends," "potential," "projects," and "future" or similar expressions (as well as other words or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. Forward-looking statements include statements concerning, among other things, the future of the COVID-19 landscape including the expectation of continued evolution and emergence of new variants and subvariants; our ongoing research and clinical development plans and the timing thereof; our plans to advance adintrevimab, NVD200, or other early stage candidates as a potential prophylaxis and treatment option for COVID-19, including disease caused by most variants, as either a single or combination agent, including our intention to initiate clinical development of NVD200 in the first quarter of 2023; the potential for adintrevimab and NVD200 to demonstrate activity against predominant SARS-CoV-2 variant(s) in the U.S. and globally; our plans, technology and resources to develop therapeutic or preventative options for other infectious diseases, such as additional coronaviruses and seasonal influenza, in the U.S. and globally; and other statements that are not historical fact. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from the results described in or implied by the forward-looking statements, including, without limitation: the impacts of the COVID-19 pandemic on our business and those of our collaborators, our clinical trials and our financial position; unexpected safety or efficacy data observed during preclinical studies or clinical trials; the predictability of clinical success of adintrevimab, NVD200, or other pipeline candidates or combination of candidates based on neutralizing activity in pre-clinical studies; variability of results in models used to predict activity against SARS-CoV-2 variants of concern; clinical trial site activation or enrollment rates that are lower than expected; changes in expected or existing competition; changes in the regulatory environment; the uncertainties and timing of the regulatory approval process, including the outcome of our discussions with regulatory authorities concerning our clinical trials; whether adintrevimab, NVD200, or any other pipeline candidate or combination of candidates is able to demonstrate activity against predominant SARS-CoV-2 variant(s) in the U.S. and globally; whether we are able to successfully submit an emergency use authorization in the future, and the outcome of any such emergency use authorization submission; whether research and development efforts will improve efficacy of adintrevimab against predominant variants or identify additional monoclonal antibodies or combination of antibodies for the prevention and treatment of COVID-19 and other infectious diseases; whether research and development efforts will identify and result in safe and effective therapeutic or preventative options for other infectious diseases in the U.S. or globally and whether we have adequate funding to meet future operating expenses and capital expenditure requirements.

Other factors that may cause our actual results to differ materially from those expressed or implied in the forward-looking statements in this press release are described under the heading “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2021 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, each filed with the Securities and Exchange Commission (the “SEC”), and in our other filings with the SEC, and in Invivyd’s future reports to be filed with the SEC and available at www.sec.gov. Such risks may be amplified by the impacts of the COVID-19 pandemic. Forward-looking statements contained in this press release are made as of this date, and Invivyd undertakes no duty to update such information whether as a result of new information, future events or otherwise, except as required under applicable law.

This press release contains hyperlinks to information that is not deemed to be incorporated by reference in this press release.

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Media Contact:

Tony Berry, Evoke Canale
774-317-0422
anthony.berry@evokegroup.com