

**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): November 19, 2021**

**Adagio Therapeutics, Inc.**

(Exact name of registrant as specified in its Charter)

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

**001-40703**  
(Commission  
File Number)

**85-1403134**  
(IRS Employer  
Identification No.)

**1601 Trapelo Road, Suite 178**  
**Waltham, Massachusetts**  
(Address of Principal Executive Offices)

**02451**  
(Zip Code)

**(781) 819-0080**  
(Registrant's Telephone Number, Including Area Code)

**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 Instructions 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, \$0.0001 par value	ADGI	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 November 19, 2021, the board of directors (the “Board”) of Adagio Therapeutics, Inc. (the “Company”) appointed Ms. Ellen Marram and Dr. Redonda Miller to serve as directors of the Company. Ms. Marram will serve as a Class I director whose term will expire at the 2022 annual meeting of stockholders, and Dr. Miller will serve as a Class II director whose term will expire at the 2023 annual meeting of stockholders. The Board also appointed Ms. Marram to serve as a member of the Nominating and Corporate Governance Committee of the Board and Dr. Miller to serve as a member of the Compensation Committee of the Board. There is no arrangement or understanding between either Ms. Marram or Dr. Miller and any other person pursuant to which she was selected as a director of the Company, and there is no family relationship between either Ms. Marram or Dr. Miller and any of the Company’s other directors or executive officers. The Company is not aware of any transaction involving Ms. Marram or Dr. Miller requiring disclosure under Item 404(a) of Regulation S-K. Additional information about Ms. Marram and Dr. Miller is set forth below.

**Ellen Marram, M.B.A.** currently serves as the President of The Barnegat Group LLC since 2006. Ms. Marram previously served as the Managing Director of North Castle Partners, LLC from 2000 through 2005, President and Chief Executive Officer of Tropicana Beverage Group from 1997 through 1998, Group President of Tropicana Beverage Group from 1993 through 1997, and President and Chief Executive Officer of the Nabisco Biscuit Company from 1988 through 1993. Ms. Marram served as a director of Ford Motor Company from 1988 to May 2019, a director of Eli Lilly and Company from 2002 to May 2019 and a director of The New York Times Company from 1998 to April 2017. Ms. Marram received a M.B.A. from Harvard Business School and a B.A. from Wellesley College. We believe Ms. Marram is qualified to serve as a member of our board of directors because of her extensive management experience and marketing expertise in managing well-known consumer brands and experience in advising companies across a variety of industries, including pharmaceutical companies.

**Redonda Miller, M.D., M.B.A.** currently serves as the president of The Johns Hopkins Hospital since July 2016 and as an associate professor in the Department of Medicine at The Johns Hopkins University since May 2006. Dr. Miller received a M.D. from The Johns Hopkins University School of Medicine, a M.B.A. from The Johns Hopkins University and a B.S. from The Ohio State University. We believe Dr. Miller is qualified to serve as a member of our board of directors because of her expertise in medicine and health care administration.

Ms. Marram and Dr. Miller will receive the Company’s standard compensation for non-employee directors in accordance with the Company’s Non-Employee Director Compensation Policy, as described in the Company’s prospectus filed pursuant to Rule 424(b) under the Securities Act with the Securities and Exchange Commission on August 6, 2021. Each of Ms. Marram and Dr. Miller has also executed the Company’s standard form of indemnification agreement.

**Item 7.01 Regulation FD Disclosure.**

On November 22, 2021, the Company issued a press release announcing the appointment of Ms. Marram and Dr. Miller to the Board, and Ms. Jill Andersen as the Company’s chief legal officer. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”). The information contained in the press release furnished as 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 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>
99.1	<a href="#">Press release, dated November 22, 2021.</a>
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.

**Adagio Therapeutics, Inc.**

Dated: November 22, 2021

By: /s/ Jane Pritchett Henderson  
Jane Pritchett Henderson  
Chief Financial Officer



**Adagio Therapeutics Announces Expansion of Management Team and Board of Directors to Support Rapid Advancement and Commercial Readiness of ADG20 for COVID-19**

**Waltham, MA – Nov. 22, 2021** – Adagio Therapeutics, Inc., (Nasdaq: ADGI) a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of antibody-based solutions for infectious diseases with pandemic potential, today announced that Jill Andersen has been appointed as chief legal officer, bringing over 20 years of legal, compliance and leadership experience in the pharmaceutical industry, government and private practice. In addition, Redonda Miller, M.D., MBA, president of The Johns Hopkins Hospital, and Ellen Marram, an experienced corporate director and board leader, and the former CEO of several consumer product companies, have joined Adagio’s board of directors.

“We are thrilled to expand our executive team and welcome Jill as our chief legal officer,” said Tillman Gerngross, Ph.D., co-founder and chief executive officer of Adagio. “The key focus at Adagio today is our rapid advancement of ADG20 through two global clinical trials toward a potential emergency use authorization and ultimately, a full approval, as we work to combat the ongoing COVID-19 pandemic. Jill has tremendous experience and a proven track record across a variety of legal functions within the pharmaceutical industry, including leading through a recent FDA approval and product launch. Her counsel and expertise will be instrumental in our regulatory and corporate execution going forward.”

Rene Russo, co-founder and chairman of Adagio’s board of directors commented, “Adagio’s commitment to advancing a potent and broadly neutralizing therapeutic to address the COVID-19 pandemic is unparalleled, and it’s critical that we have a strong team to guide both clinical development and the anticipated future commercialization. The additions of Redonda and Ellen to the Adagio board complement the company’s experienced and seasoned leadership team and board. As the leader of one of the nation’s top hospitals, Redonda provides a valuable patient perspective and key insights into the clinical advancement of compelling medicines, particularly having been on the front lines throughout the COVID-19 pandemic. Ellen brings a unique viewpoint as a proven business leader who has led many organizations and built dozens of profitable consumer brands, many of which address consumer health concerns. We look forward to partnering with them in an effort to deliver much-needed prophylactic and therapeutic options for this ongoing crisis.”

**Ms. Jill Andersen**

Ms. Andersen joins Adagio from Oyster Point Pharma where she served as general counsel, corporate secretary and chief compliance officer, and recently led and supported critical components of the company’s first FDA approval and product launch. Prior to that, she was with Bristol Myers Squibb, following the Celgene acquisition, and served as vice president, head of legal for the inflammation & immunology global franchise. Prior to joining Celgene, she held positions of increasing responsibility at Novartis, including senior leadership roles in legal and compliance at Novartis Pharmaceuticals Corporation, Novartis Consumer Health and Novartis Services. Ms. Andersen has worked extensively on matters related to product development, marketing approval and commercialization, including product launches across multiple therapeutic areas. Her experience also spans corporate governance, securities, corporate transactions, IP, litigation and investigations. Prior to joining the pharmaceutical industry, she was an Assistant U.S. Attorney for the District of New Jersey and was a litigation associate at the law firm of Davis Polk & Wardwell. She holds a J.D. from Wake Forest University, School of Law and a B.S. in finance from Boston College.



### **Dr. Redonda Miller**

Dr. Miller has served as the president of The Johns Hopkins Hospital since 2016 and has advanced the hospital's focus on providing exceptional clinical care, enhancing quality, safety and the patient experience, and improving health equity and outcomes for residents in Baltimore City. During her tenure, The Johns Hopkins Hospital has consistently been recognized for extraordinary care, maintaining its rank among the top hospitals in the nation on the *U.S. News & World Report* Honor Roll and earning its fourth consecutive Magnet designation for nursing excellence. Dr. Miller arrived at Johns Hopkins as a medical student in 1988 and joined the medical faculty in 1997. Since 2004, she has served in several administrative roles of increasing responsibility, including vice chair of clinical operations for the Department of Medicine, vice president of medical affairs for The Johns Hopkins Hospital, and senior vice president of medical affairs for the Johns Hopkins Health System. In 2020, Dr. Miller was inducted into the National Academy of Medicine and the Maryland Chamber of Commerce Business Hall of Fame. She holds an M.D. from Johns Hopkins University School of Medicine, an MBA from Johns Hopkins Carey Business School and a B.S. in biology from The Ohio State University.

### **Ms. Ellen Marram**

Ms. Marram recently retired as the lead director for Eli Lilly and Ford Motor Company and previously served as the presiding director of The New York Times. She was the CEO of the Tropicana Beverage Group and the Nabisco Biscuit Company and, as a managing director or advisor to several private equity firms, primarily focused on health-related consumer brands and served on many private company boards. She is currently the chair of Newman's Own Inc, the food company which gives all profits to philanthropic causes and serves as a director of the Newman's Own Foundation. She also serves on a number of health-related and other non-profit boards. Ms. Marram holds an MBA from Harvard Business School and a B.A. from Wellesley College where she serves as a trustee.

### **About ADG20**

ADG20, an investigational monoclonal antibody targeting the spike protein of SARS-CoV-2 and related coronaviruses, is advancing through global clinical trials for the prevention and treatment of COVID-19, the disease caused by SARS-CoV-2. ADG20 was designed and engineered to possess high potency and broad neutralization activity against SARS-CoV-2 and additional clade 1 sarbecoviruses by targeting a highly conserved epitope in the receptor binding domain. ADG20 was further engineered to provide an extended half-life for durable protection. ADG20 has demonstrated potent neutralizing activity against the original SARS-CoV-2 virus, all known SARS-CoV-2 variants of concern and additional SARS-like viruses in preclinical studies. ADG20 is administered in clinical trials by a single intramuscular injection. To date, ADG20 has been well-tolerated in a Phase 1 trial with no safety signals identified through a minimum of three months follow-up across all cohorts. ADG20 has not been approved for use in any country, and safety and efficacy have not yet been established.

### **About Adagio Therapeutics**

Adagio (Nasdaq: ADGI) is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of antibody-based solutions for infectious diseases with pandemic potential, including COVID-19 and influenza. The company's portfolio of antibodies has been optimized using Adimab's industry-leading antibody engineering capabilities and is designed to provide patients and clinicians with the potential for a powerful combination of potency, breadth, durable protection (via half-life extension), manufacturability and affordability. Adagio's portfolio of SARS-CoV-2 antibodies includes multiple non-competing, broadly neutralizing antibodies with distinct binding epitopes, led by ADG20. Adagio has secured manufacturing capacity for the production of ADG20 with third-party contract manufacturers to support the completion of clinical trials and initial commercial launch, ensuring the potential for broad accessibility to people around the world. For more information, please visit [www.adagiotx.com](http://www.adagiotx.com).



## **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,” “expects,” “intends,” “projects,” and “future” or similar expressions are intended to identify forward-looking statements. Forward-looking statements include statements concerning, among other things, the timing, progress and results of our preclinical studies and clinical trials of ADG20, including the timing of our planned EUA application, initiation and completion of studies or trials and related preparatory work, the period during which the results of the trials will become available and our research and development programs; our ability to obtain and maintain regulatory approvals for, our product candidates; our ability to identify patients with the diseases treated by our product candidates and to enroll these patients in our clinical trials; our manufacturing capabilities and strategy; and our ability to successfully commercialize our product candidates. 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, those risks described under the heading “Risk Factors” in Adagio’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 and in Adagio’s future reports to be filed with the SEC. 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 Adagio undertakes no duty to update such information except as required under applicable law.*

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