

**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): July 31, 2023

Allakos Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38582
(Commission File Number)

45-4798831
(IRS Employer
Identification No.)

825 Industrial Road, Suite 500
San Carlos, California
(Address of Principal Executive Offices)

94070
(Zip Code)

Registrant's Telephone Number, Including Area Code: 650 597-5002

(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 \$0.001	ALLK	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 July 31, 2023, the Board of Directors (the “Board”) of Allakos Inc. (the Company”), upon the recommendation of the Corporate Governance and Nominating Committee of the Board, increased the authorized number of directors on the Board from six (6) to eight (8) members and appointed E. Rand Sutherland, M.D. and Dolca Thomas, M.D. to the Board and to the newly established Research and Clinical Development Committee of the Board (the “Research and Clinical Development Committee”), effective immediately. Drs. Sutherland and Thomas will serve as a Class III and Class I directors, respectively, with terms expiring at the Company’s 2024 and 2025 annual meetings of stockholders, respectively, or until each of their successors is elected and qualified, or until their earlier death, resignation or removal. The Board has determined that Drs. Sutherland and Thomas each satisfy the applicable independence requirements of the Nasdaq Listing Rules.

There are no arrangements or understandings between Drs. Sutherland and Thomas and any other person pursuant to which Drs. Sutherland and Thomas were selected as a director. In addition, there are no transactions in which Drs. Sutherland and Thomas has an interest that would require disclosure under Item 404(a) of Regulation S-K.

Drs. Sutherland and Thomas will receive compensation for their service pursuant to the Company’s outside director compensation policy, as amended by the Board on July 31, 2023 (the “Policy”). This includes an annual cash retainer of \$55,000 (paid quarterly in arrears on a prorated basis), consisting of \$47,500 per year for service as a non-employee director and \$7,500 per year for service as a member of the Research and Clinical Development Committee.

Additionally, pursuant to the Policy, as new non-employee directors, each of Drs. Sutherland and Thomas were granted a stock option to purchase shares of common stock having a fair value of \$593,000, which vests as to 1/36th of the total number of shares on each monthly anniversary following the commencement of their service as a board member, subject to their continued service to the Company through such vesting dates. Additionally, they will each be eligible for equity awards on the same terms as other continuing non-employee members of the Board. The Policy provides that on the date of each annual meeting of stockholders, each non-employee director will be automatically granted a stock option to purchase shares of common stock having a fair value of \$296,000, which shall vest on the earlier of (i) the one-year anniversary of such grant date or (ii) the date of the Company’s next annual meeting that occurs following such grant date, in each case subject to continued service to the Company through such date. Pursuant to the Policy, the fair value of each grant shall be based on the 30-day moving average prior to the grant date. In the event of a change in control (as defined in the Company’s 2018 Equity Incentive Plan), the stock options will vest in full.

Additionally, the Company entered into indemnification agreements with Drs. Sutherland and Thomas in substantially the same form that the Company has entered into with each of its existing directors.

On August 2, 2023, the Company issued a press release to announce the appointment of Drs. Sutherland and Thomas to the Board. A copy of such press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release dated August 2, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Allakos Inc.

Date: August 2, 2023

By: /s/ H. Baird Radford, III

H. Baird Radford, III
Chief Financial Officer

Allakos Appoints Rand Sutherland and Dolca Thomas to its Board of Directors

SAN CARLOS, Calif., August 2, 2023 – Allakos Inc. (Nasdaq: ALLK), a clinical-stage biotechnology company developing therapeutics which target immunomodulatory receptors present on immune effector cells involved in allergy, inflammatory and proliferative diseases, today announced the appointment of Rand Sutherland, M.D. and Dolca Thomas, M.D. to the Allakos board of directors.

Dr. Sutherland was the Chief Executive Officer of Seeker Biologics, a privately-held company, and currently serves on the board of directors of Krystal Biotech, Inc. and Vanqua Bio, Inc. Among other experiences, Dr. Sutherland held senior roles developing therapeutics at Translate Bio, Inc. as well as Sanofi and he received his M.D. from the University of Chicago.

Dr. Thomas is a Venture Partner with Samsara BioCapital and currently serves on the board of directors of Chinook Therapeutics, Inc. and Ventus Therapeutics, Inc. Among other experiences, Dr. Thomas was the Executive Vice President, Head of Research and Development and Chief Medical Officer at Equillium, Inc. as well as the Chief Medical Officer at Principia Biopharma, Inc. and she received her M.D. from Cornell University.

About Allakos

Allakos is a clinical stage biotechnology company developing therapeutics which target immunomodulatory receptors present on immune effector cells involved in allergy, inflammatory and proliferative diseases. Activating these immunomodulatory receptors allows for the direct targeting of cells involved in disease pathogenesis and, in the setting of allergy and inflammation, has the potential to result in broad inhibition of inflammatory cells. The Company's most advanced antibodies are lirentelimab (AK002) and AK006. Lirentelimab selectively targets both mast cells and eosinophils, two types of white blood cells that are widely distributed in the body and play a central role in the inflammatory response. Inappropriately activated mast cells and eosinophils have been identified as key drivers in a number of severe diseases affecting the gastrointestinal tract, eyes, skin, lungs and other organs. AK006 targets Siglec-6, an inhibitory receptor expressed selectively on mast cells. In pre-clinical studies, AK006 appears to provide deeper mast cell inhibition than lirentelimab and, in addition to its inhibitory activity, reduce mast cell numbers. For more information, please visit the Company's website at www.allakos.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 as contained in Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such forward-looking statements include, but are not limited to, statements of the Chief Executive Officer and the clinical potential of Allakos' antibodies. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from current expectations and beliefs, including but not limited to: Allakos' stages of clinical drug development; Allakos' ability to timely initiate and complete clinical trials for lirentelimab and AK006; Allakos' ability to obtain required regulatory approvals for its clinical trials; uncertainties related to the enrollment of patients in its clinical trials; Allakos' ability to demonstrate sufficient safety and efficacy of its product candidates in its clinical trials; uncertainties related to the success of clinical trials, regardless of the outcomes of preclinical testing or early-stage trials; Allakos' ability to obtain regulatory approvals to market its product candidates; market acceptance of Allakos' product candidates; uncertainties related to the projections of the size of patient populations suffering from the diseases Allakos is targeting; Allakos' ability to advance additional product candidates beyond lirentelimab; Allakos' ability to obtain additional capital to finance its operations, research and drug development; general economic and market conditions, both domestic and international; domestic and international regulatory obligations; and other risks. Information regarding the foregoing and additional risks may be found in the section entitled "Risk Factors" in documents that Allakos files from time to time with the SEC. These documents contain and identify important factors that could cause the actual results for Allakos to differ materially from those contained in Allakos' forward-looking statements. Any forward-looking statements contained in this press release speak only as of the date hereof, and Allakos specifically disclaims any obligation to update any forward-looking statement, except as required by law. These forward-looking statements should not be relied upon as representing Allakos' views as of any date subsequent to the date of this press release.

Source: Allakos Inc.

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