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 1, 2022

CENTESSA PHARMACEUTICALS PLC

(Exact name of Registrant, as specified in its charter)

England and Wales	**001-04321**	**98-1612294**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

Mailing address:
3rd Floor
1 Ashley Road
Altrincham
Cheshire WA14 2DT
United Kingdom
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: **+44 7391 789784**

Former name or 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**
Ordinary shares, nominal value £0.002 per share	CNTA	Nasdaq Stock Market, LLC*
American Depositary Shares, each representing one ordinary share, nominal value £0.002 per share	CNTA	Nasdaq Stock Market, LLC

*Not for trading, but only in connection with the listing of the American Depositary Shares on 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.

(b)

On July 1, 2022, Aaron Kantoff, a member of the board of directors (the "Board") of Centessa Pharmaceuticals plc (the "Company"), notified the Company of his resignation from the Board, effective immediately. Mr. Kantoff's resignation was not the result of a disagreement with the Company on any matter relating to the Company's operations, policies or practices. Effective as of his resignation, Mr. Kantoff is no longer a member of the Board or any of its committees.

(d)

On July 1, 2022, upon the recommendation of its Nominating and Corporate Governance Committee, the Board appointed Mathias Hukkelhoven, Ph.D. to join the Board, effective immediately. The Board determined that Dr. Hukkelhoven is independent under the listing standards of Nasdaq and the Company's corporate governance guidelines. In accordance with the articles of association of the Company, Dr. Hukkelhoven will serve as director and hold office until: (a) the next annual general meeting following his appointment, when he shall retire, but shall then be eligible for re-election; or (b) his earlier resignation or removal in accordance with the Company's articles of association. Dr. Hukkelhoven was also appointed as a member of the Nominating and Governance Committee of the Board.

Dr. Hukkelhoven is an experienced global regulatory and drug development leader. He previously served as Senior Vice President, Global Regulatory, Safety & Biometrics at Bristol Myers Squibb ("BMS") and was also responsible for the R&D Group in BMS China and the Clinical Pharmacology and Pharmacometrics group. In these roles, Dr. Hukkelhoven was accountable for setting regulatory strategy and driving execution of global regulatory and pharmacovigilance plans for BMS. Dr. Hukkelhoven held various roles at BMS from 2010 until his retirement in July 2021. Prior to joining BMS, Dr. Hukkelhoven held the role of Chairman Portfolio Stewardship Board at Novartis Pharmaceutics and served as the Senior Vice President, Global Head Drug Regulatory Affairs at Novartis from 2001 to 2009. He also worked at Hoffmann LaRoche (Switzerland) and Organon (The Netherlands). Dr. Hukkelhoven has served as chairperson of the Regulatory Affairs Coordinating Committee at PhRMA, and recently as a PhRMA negotiator for the PDUFA VII negotiations with the U.S. Food and Drug Administration (FDA). Dr. Hukkelhoven received his BS and PhD with honors in Biology and Biochemistry from the University of Nijmegen, the Netherlands. Dr. Hukkelhoven also serves on the Board of Directors of Compugen Ltd (Nasdaq: CGEN), and is a Senior Advisor to McKinsey and an R&D Strategy Advisor to LianBio.

As a non-employee director, Dr. Hukkelhoven will receive cash compensation and an equity award for Board service in accordance with the Company's non-employee director compensation policy. In addition, pursuant to the policy, Dr. Hukkelhoven will receive an option under the Company's Amended and Restated 2021 Stock Option and Incentive Plan to purchase 96,000 shares of ordinary shares, nominal value £0.002 per share, of the Company (the "Ordinary Shares") of the Company on August 1, 2022, referred to as the Initial Grant, and an option to purchase 48,000 Ordinary Shares automatically on the date of each annual shareholder's meeting thereafter, referred to as the Annual Grant. The Initial Grant will vest in 36 equal monthly installments over three years from the grant date, subject to Dr. Hukkelhoven's continued service through each applicable vesting date. The Annual Grant will vest on the earlier of the first anniversary of the date of grant or the date of the next annual shareholder's meeting to the extent unvested as of such date, subject to Dr. Hukkelhoven's continued service through each applicable vesting date. Dr. Hukkelhoven is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Dr. Hukkelhoven and any other persons pursuant to which he was selected as a director. In addition, Dr. Hukkelhoven will enter into an indemnification agreement with the Company consistent with the form of indemnification agreement entered into between the Company and its existing non-employee directors.

A copy of the press release announcing Dr. Hukkelhoven's appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	
99.1	Press Release dated July 1, 2022

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.

Date: July 1, 2022

By:	/s/ Saurabh Saha
Name:	Saurabh Saha, M.D., Ph.D.
Title:	Chief Executive Officer

Exhibit 99.1

Centessa Pharmaceuticals Announces Appointment of Dr. Mathias Hukkelhoven to its Board of Directors

BOSTON and LONDON, July 1, 2022 – Centessa Pharmaceuticals plc (Nasdaq: CNTA), a clinical-stage pharmaceutical company with a Research & Development ("R&D") innovation engine that aims to discover, develop and ultimately deliver impactful medicines to patients, today announced the appointment of Mathias Hukkelhoven, Ph.D., formerly Senior Vice President, Global Regulatory, Safety & Biometrics at Bristol Myers Squibb (BMS), to its Board of Directors. In addition, the Company announced that Aaron Kantoff has resigned from the Company's Board, but will remain actively involved with the Company as an advisor. Both changes are effective July 1, 2022.

"I am very pleased to welcome Math to Centessa's Board of Directors. Math's deep industry experience in leading global regulatory and development efforts for novel therapeutics will be extremely valuable as we continue to advance our rare disease and immuno-oncology pipeline of potential best-in-class medicines for patients," said Saurabh Saha, MD, PhD, Chief Executive Officer of Centessa. "I would also like to thank Aaron for his significant contributions to the Centessa Board which have helped progress our business from inception through our successful IPO to where we are today."

"I'm excited to join the Centessa Board at such a pivotal time for the Company," said Dr. Hukkelhoven. "I have been impressed by Centessa's leadership team, vision, and exciting portfolio, and I look forward to working with the Board and the team to advance these potential therapies through proof of concept readouts with the ultimate goal of fulfilling unmet needs for patients."

Dr. Hukkelhoven is an experienced global regulatory and drug development leader. He previously served as Senior Vice President, Global Regulatory, Safety & Biometrics at BMS and was also responsible for the R&D Group in BMS China and the Clinical Pharmacology and Pharmacometrics group. In these roles, Dr. Hukkelhoven was accountable for setting regulatory strategy and driving execution of global regulatory and pharmacovigilance plans for BMS. Prior to joining BMS, Dr. Hukkelhoven held the role of Chairman Portfolio Stewardship Board at Novartis Pharmaceutics and served as the Senior Vice President, Global Head Drug Regulatory Affairs at Novartis from 2001 to 2009. He also worked at Hoffmann LaRoche (Switzerland) and Organon (The Netherlands). Dr. Hukkelhoven has served as chairperson of the Regulatory Affairs Coordinating Committee at PhRMA, and recently as a PhRMA negotiator for the PDUFA VII negotiations with the U.S. Food and Drug Administration (FDA). Dr. Hukkelhoven received his BS and PhD with honors in Biology and Biochemistry from the University of Nijmegen, the Netherlands. Dr. Hukkelhoven also serves on the Board of Directors of Compugen Ltd, and is a Senior Advisor to McKinsey and an R&D Strategy Advisor to LianBio.

About Centessa Pharmaceuticals

Centessa Pharmaceuticals plc is a clinical-stage pharmaceutical company with an R&D innovation engine that aims to discover, develop and ultimately deliver impactful medicines to patients. Our programs span discovery-stage to late-stage development and cover a range of high-value indications in rare diseases and immuno-oncology. We are led by a management team with extensive R&D experience, providing direct guidance to our program teams to rapidly advance our candidates from research through all stages of development. For more information, visit www.centessa.com, which does not form part of this release.

Forward Looking Statements

This press release contains forward-looking statements. These statements may be identified by words such as "may," "might," "will," "could," "would," "should," "expect," "intend," "plan," "objective," "anticipate," "believe," "estimate," "predict," "potential," "continue," "ongoing," "aim," "seek," and variations of these words or similar expressions that are intended to identify forward-looking statements. Any such statements in this press release that are not statements of historical fact may be deemed to be forward-looking statements, including statements regarding the expected benefits of Dr. Hukkelhoven's service on the Board of Directors of Centessa; statements related to the Company's ability to deliver impactful medicines to patients; the ability of our key executives to drive execution of the Company's portfolio of programs; our asset-centric business model and the intended advantages and benefits thereof; and research and clinical development plans and the timing thereof. Any forward-looking statements in this press release are based on our current expectations, estimates and projections only as of the date of this release and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, risks related to the safety and tolerability profile of our product candidates; our ability to protect and maintain our intellectual property position; business (including commercial viability), regulatory, economic and competitive risks, uncertainties, contingencies and assumptions about the Company; risks inherent in developing products and technologies; future results from our ongoing and planned clinical trials; our ability to obtain adequate financing, including through our financing facility with Oberland, to fund our planned clinical trials and other expenses; trends in the industry; the legal and regulatory framework for the industry, including the receipt and maintenance of clearances to conduct or continue clinical testing; future expenditures risks related to our asset-centric corporate model; the risk that any one or more of our product candidates will not be successfully developed and/or commercialized; the risk that the results of preclinical studies or clinical studies will not be predictive of future results in connection with future studies; geo-political risks such as the Russia-Ukraine war and risks related to the ongoing COVID-19 pandemic including the effects of the Delta, Omicron and any other variants. These and other risks concerning our programs and operations are described in additional detail in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, and our other reports, which are on file with the U.S. Securities and Exchange Commission. We explicitly disclaim any obligation to update any forward-looking statements except to the extent required by law.

Contact:
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