

**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): January 16, 2024**

**DAY ONE BIOPHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-40431**  
(Commission  
File Number)

**83-2415215**  
(IRS Employer  
Identification No.)

**2000 Sierra Point Parkway, Suite 501**  
**Brisbane, California**  
(Address of principal executive offices)

**94005**  
(Zip Code)

**Registrant's telephone number, including area code: (650) 484-0899**

N/A

(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	DAWN	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.**

*Appointment of New Directors*

On January 16, 2024, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Day One Biopharmaceuticals, Inc. (the “Company”), the Board increased the size of the Board to ten directors and appointed each of Habib J. Dable and William Grossman as a Class III and Class II director, respectively, effective as of January 17, 2024 (the “Effective Date”).

In connection with his appointment as a non-employee director of the Board, and in accordance with the Company’s current compensation policy for non-employee directors (the “Compensation Policy”), the Board granted to each of Mr. Dable and Dr. Grossman a stock option to purchase shares of the Company’s common stock with an aggregate value of \$588,000, calculated in accordance with the Compensation Policy (the “Initial Grants”). The Initial Grants shall vest monthly over three years, beginning on the one-month anniversary of the Effective Date, subject, however, to each of Mr. Dable’s and Dr. Grossman’s respective continued service on the Board on each vesting date.

Pursuant to the Compensation Policy, on the date of each annual meeting of the Company’s stockholders, each non-employee director who is serving on the Board prior to, and will continue to serve on the Board following, such meeting is entitled to an annual stock option grant for shares of the Company’s common stock with an aggregate value of \$294,000 (the “Annual Grant”), calculated in accordance with the Compensation Policy. Each of Mr. Dable and Dr. Grossman will be eligible for Annual Grants, provided, that, he satisfies the requirements set forth in the Compensation Policy, including the service requirements.

The Initial Grant and any Annual Grants awarded to each of Mr. Dable and Dr. Grossman will be issued under the Company’s 2021 Equity Incentive Plan and will accelerate in full upon a change of control. Each of Mr. Dable and Dr. Grossman will also be entitled to the applicable annual cash retainer paid to non-employee directors under the Compensation Policy.

The Company has entered into its standard form of indemnification agreement with each of Mr. Dable and Dr. Grossman. The form of the indemnification agreement was previously filed by the Company as Exhibit 10.1 to the Company’s registration statement on Form S-1 (File No. 333-255754) filed with the Securities and Exchange Commission on May 26, 2021 and is incorporated by reference herein.

There are no arrangements or understandings between either of Mr. Dable and Dr. Grossman and any other persons, pursuant to which Mr. Dable or Dr. Grossman was selected as a member of the Board. There are also no family relationships among any of the Company’s other directors or executive officers and either of Mr. Dable and Dr. Grossman. Neither Mr. Dable nor Dr. Grossman has any other 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 January 17, 2024, the Company issued a press release announcing the appointments disclosed above. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information in this Item 7.01, including Exhibit 99.1 to this report, shall not be deemed to be “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 or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”). The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 shall not be incorporated by reference into any other filing under the Exchange Act or under the Securities Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated January 17, 2024</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are 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 thereunto duly authorized.

**DAY ONE BIOPHARMACEUTICALS, INC.**

Date: January 17, 2024

By: /s/ Charles N. York II, M.B.A.  
Charles N. York II, M.B.A.  
Chief Operating Officer and Chief Financial Officer



## Day One Announces Two New Appointments to Board of Directors

**BRISBANE, Calif., January 17, 2024** – Day One Biopharmaceuticals (Nasdaq: DAWN) (“Day One” or the “Company”), a clinical-stage biopharmaceutical company dedicated to developing and commercializing targeted therapies for people of all ages with life-threatening diseases, today announced the appointments of Habib Dable and Dr. William Grossman to its Board of Directors.

“We are excited to welcome Habib and Bill to our Board during this pivotal phase of our growth,” said Jeremy Bender, Ph.D., chief executive officer of Day One. “Their deep expertise and leadership in oncology will further strengthen our Board and will be a great asset as we prepare for the potential launch of our first new medicine.”

Mr. Dable has nearly 30 years of experience in the healthcare industry and is currently a part-time Venture Partner at RA Capital Management, L.P. He also serves as an Independent Director at Blueprint Medicines, Aerovate Therapeutics and PepGen Inc. Most recently, Mr. Dable was President and Chief Executive Officer of Acceleron Pharma Inc., a biopharmaceutical company targeting leading-edge therapies for patients with serious and rare diseases, until its acquisition by Merck in 2021. Prior to joining Acceleron in 2016, Mr. Dable spent 22 years at Bayer AG where he served as President of U.S. Pharmaceuticals; Executive Vice President, Global Head Specialty Medicine; Vice President, Ophthalmology; Global Launch Team Head, EYLEA®; Global Head, Neurology and Ophthalmology; and Vice President, Regional Head, Hematology and Cardiology.

“It’s a privilege to join the Board of Day One at such an important time,” said Habib Dable. “I look forward to partnering with the executive leadership team and the Board as we drive continued progress in the pipeline and prepare for commercial launch.”

Dr. Grossman is Senior Vice President, Oncology Clinical Development & Therapeutic Area Head at Gilead Sciences. He currently sits on the Board of Directors for Pionyr Immunotherapeutics and Tizona Therapeutics, Inc., and the Oncology Advisory Board for Bryologyx. Dr. Grossman has extensive experience leading large successful global clinical organizations. Prior to joining Gilead in 2021, he held Chief Medical Officer roles at Arcus Biosciences and Bellicum Pharmaceuticals, Inc., as well as leadership roles at Merck, Baxter, Biothera, AbbVie and Genentech/Roche. He began his career as a practicing hematologist/oncologist and at the Medical College of Wisconsin, he was Founder and Medical Director of the Clinical Immunodiagnostic and Research Laboratory, Professor for Microbiology and Genetics, and Director of the Bone Marrow Transplant Division for the Immunodeficiency Transplant Program.

“It has been an honor to dedicate my career to the global Oncology community and help to bring more life to people with cancer,” said William Grossman, M.D., Ph.D. “I share Day One’s bold mission to further transform the treatment landscape through novel targeted therapies for children and families impacted by cancer. I am grateful to join the Day One Board with my colleague Habib, and look forward to contributing to the evolution of the company.”

## About Day One Biopharmaceuticals

Day One Biopharmaceuticals is a clinical-stage biopharmaceutical company that believes when it comes to pediatric cancer, we can do better. We put kids first and are developing targeted therapies that deliver to their needs. Day One was founded to address a critical unmet need: the dire lack of therapeutic development in pediatric cancer. The Company's name was inspired by "The Day One Talk" that physicians have with patients and their families about an initial cancer diagnosis and treatment plan. Day One aims to re-envision cancer drug development and redefine what's possible for all people living with cancer—regardless of age—starting from Day One.

Day One partners with leading clinical oncologists, families, and scientists to identify, acquire, and develop important emerging cancer treatments. The Company's lead product candidate, tovorafenib, is an investigational oral, brain-penetrant, highly selective type II RAF kinase inhibitor. The Company's pipeline also includes pimasertib, an investigational, oral, highly selective small molecule inhibitor of mitogen-activated protein kinases 1 and 2 (MEK-1/-2). Day One is based in Brisbane, California. For more information, please visit [www.dayonebio.com](http://www.dayonebio.com) or find the Company on LinkedIn or X.

## Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking" statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to: Day One's plans to develop cancer therapies, expectations from current clinical trials, the execution of the Phase 2 and Phase 3 clinical trial for tovorafenib as designed, any expectations about safety, efficacy, timing and ability to complete clinical trials, release data results and to obtain regulatory approvals for tovorafenib and other candidates in development, and the ability of tovorafenib to treat pLGG or related indications.

Statements including words such as "believe," "plan," "continue," "expect," "will," "develop," "signal," "potential," or "ongoing" and statements in the future tense are forward-looking statements. These forward-looking statements involve risks and uncertainties, as well as assumptions, which, if they do not fully materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements.

Forward-looking statements are subject to risks and uncertainties that may cause Day One's actual activities or results to differ significantly from those expressed in any forward-looking statement, including risks and uncertainties in this press release and other risks set forth in our filings with the Securities and Exchange Commission, including Day One's ability to develop, obtain regulatory approval for or commercialize any product candidate, Day One's ability to protect intellectual property, the potential impact of global business or macroeconomic conditions, including as a result of inflation, rising interest rates, instability in the global banking system, geopolitical conflicts and the sufficiency of Day One's cash, cash equivalents and investments to fund its operations. These forward-looking statements speak only as of the date hereof and Day One specifically disclaims any obligation to update these forward-looking statements or reasons why actual results might differ, whether as a result of new information, future events or otherwise, except as required by law.

### DAY ONE MEDIA

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### DAY ONE INVESTORS

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