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 (Data of earliest event reported): **September 10, 2021**

X4 PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-38295**	**27-3181608**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

61 North Beacon Street, 4th Floor	
Boston, Massachusetts	**02134**
(Address of principal executive offices)	(Zip Code)

(857) 529-8300
(Registrant's telephone number, including area code)

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 per share	**XFOR**	**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 September 8, 2021, X4 Pharmaceuticals, Inc. (the "Company") announced the appointment of Mary DiBiase, Ph.D., age 60, as the Company's Chief Operating Officer, effective as of September 8, 2021 (the "Effective Date").

Dr. DiBiase joined the Company as Vice President of Program and Alliance Management in June 2017 and also served as Vice President of Technical Operations and Quality before being promoted to Senior Vice President of Technical Operations and Quality in November 2019. Prior to joining the Company, from February 2013 to July 2016, Dr. DiBiase was Vice President, Technical Operations and Program Management at Epirus Biopharmaceuticals, a biosimilar company. Prior to Epirus, Dr. DiBiase served as VP Product Operations, Specialty Care Business Unit for Pfizer Global Supply and held multiple positions of increasing responsibility at Biogen, both biopharmaceutical companies. Dr. DiBiase received her Ph.D. from University of Rhode Island and her B.Pharm. from the University of London.

Dr. DiBiase's service as Chief Operating Officer of the Company is governed by an employment agreement, effective as of the Effective Date (the "Employment Agreement"). Pursuant to the terms of the Employment Agreement, Dr. DiBiase will receive an annual base salary of $409,500 and is eligible to earn an annual cash incentive award based on performance with a target value equal to 40% of her annual base salary. Dr. DiBiase remains eligible to participate in the Company's employee benefit programs and plans. Pursuant to the Employment Agreement, Dr. DiBiase must continue to comply with the terms of the Confidentiality, Non-Competition, Non-Solicitation and Intellectual Property Agreement (the "Confidentiality Agreement") she entered upon commencement of her employment in 2017.

In connection with her appointment and pursuant to the Employment Agreement, the Board of Directors of the Company approved a grant to Dr. DiBiase on the Effective Date of a restricted stock unit award (the "Award") of 27,000 shares of the Company's common stock, par value $0.001 per share (the "Common Stock"). The shares of Common Stock underlying the Award will vest in equal annual installments over a three-year period on each anniversary of the Effective Date, subject to Dr. DiBiase's continued employment through each such vesting date.

The Employment Agreement further provides that if Dr. DiBiase's employment is terminated by the Company without Cause (as defined in the Employment Agreement) or Dr. DiBiase resigns for Good Reason (as defined in the Employment Agreement), she will be entitled to receive: (i) any accrued portion of her annual base salary through the date of termination or resignation, (ii) base salary continuation for twelve months following termination or resignation, (iii) any unreimbursed expenses, (iv) a pro-rata portion of her target bonus for the calendar year in which the termination or resignation occurs based on the period worked by Dr. DiBiase during such calendar year prior to termination or resignation, (v) if she elects COBRA coverage for continued medical, dental or vision coverage, up to six months of reimbursement of a portion of each COBRA premium payment equal to the portion the Company contributed to such health insurance premium cost as of the date of termination and (vi) accelerated vesting of all then-outstanding unvested equity awards in an amount equal to the number of shares subject to such awards that would have vested had Dr. DiBiase otherwise remained employed for an additional six months after the date her employment with the Company terminated. In lieu of the severance payments and benefits set forth above, in the event Dr. DiBiase's employment is terminated by the Company without Cause or she resigns for Good Reason, in either case within 12 months following a Change in Control (as defined in the Employment Agreement), she will be entitled to receive: (i) any accrued portion of her annual base salary through the date of termination or resignation, (ii) base salary continuation for twelve months following termination or resignation, (iii) any unreimbursed expenses, (iv) her full target bonus for the calendar year in which the termination or resignation occurs, (v) if she elects COBRA coverage for continued medical, dental or vision coverage, up to six months of reimbursement of a portion of each COBRA premium payment equal to the portion the Company contributed to such health insurance premium cost as of the date of termination and (vi) full accelerated vesting of all then-outstanding equity awards.

Payment of any severance payments to Dr. DiBiase pursuant to the Employment Agreement is contingent on Dr. DiBiase continuing to comply with the terms of the Employment Agreement and the Confidentiality Agreement and her execution and continued compliance with a separation agreement, including terms related to non-disparagement, non-competition, confidentiality and cooperation, and a release of claims to be executed following her termination or resignation.

In connection with her appointment as Chief Operating Officer, the Company has entered into its standard form of indemnification agreement with Dr. DiBiase, the form of which was filed as Exhibit 10.36 to the Company's Amendment No. 1 to its Registration Statement on Form S-1 filed with the Commission on November 6, 2017.

Dr. DiBiase has no family relationships with any of the Company's directors or executive officers, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The foregoing description of the Employment Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Employment Agreement, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending September 30, 2021.

A copy of the press release announcing Dr. DiBiase's appointment as Chief Operating Officer has been filed 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**

Exhibit No.	Description
99.1	Press Release issued by X4 Pharmaceuticals, Inc. on September 8, 2021.
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.

X4 PHARMACEUTICALS, INC.

Date: September 10, 2021

By: /s/ Derek Meisner
Derek Meisner
General Counsel

EX 99.1

X4 Pharmaceuticals Promotes Mary DiBiase, Ph.D. to Chief Operating Officer

Expanded role further supports corporate growth, late-stage clinical development and preparations for potential commercialization of mavorixafor in WHIM syndrome and beyond

BOSTON, Sept. 08, 2021 (GLOBE NEWSWIRE) -- **X4 Pharmaceuticals, Inc.** (Nasdaq: XFOR), a leader in the discovery and development of novel therapies targeting diseases of the immune system resulting from dysfunction of the CXCR4 pathway, today announced the promotion of Mary DiBiase, Ph.D. to the newly created position of Chief Operating Officer. Dr. DiBiase had served as Senior Vice President and previously Vice President of Technical Operations and Quality in addition to Vice President of Program and Alliance Management since joining the company in 2017. In this new role, Dr. DiBiase's responsibilities expand beyond chemistry, manufacturing and controls (CMC) and quality to include oversight of program and alliance management and information technology (IT) management.

Paula Ragan, Ph.D., President and Chief Executive Officer of X4 Pharmaceuticals commented on the promotion: "Since joining X4 more than four years ago, Mary has made significant contributions to the company and has played a key role in building our business and supporting the advancement of our lead candidate mavorixafor into global late-stage clinical development. We look forward to further leveraging her proven leadership skills and her strategic and operational capabilities to enable the growth of X4. Mary's expertise will continue to be invaluable to me and the company as we advance our additional clinical and pre-clinical pipeline and prepare to evolve into a larger, potentially commercial-stage entity."

Dr. DiBiase brings more than 25 years of experience in drug development, program management and technical operations to X4, having served in a broad range of life science leadership positions at both large and small organizations. Prior to joining X4, she was Vice President of Technical Operations and Program Management at Epirus Biopharmaceuticals, a small biopharmaceutical company working to expand access to biosimilar products across the globe. Other professional roles have included Vice President of Product Operations at the Specialty Care Business Unit for Pfizer Global Supply, and multiple positions of increasing responsibility at Biogen, including Senior Director of CMC Management, Program Executive for Avonex®, and Associate Director of Pharmaceutical Science and Technology. Dr. DiBiase received her Ph.D. from the University of Rhode Island and her B.Pharm. from the University of London.

About X4 Pharmaceuticals

X4 Pharmaceuticals is a late-stage clinical biopharmaceutical company and a leader in the discovery and development of novel therapies for the treatment of diseases

of the immune system resulting from dysfunction of the CXCR4 pathway, with a focus on rare diseases and those with limited treatment options. The company's lead candidate, mavorixafor, is a first-in-class, small molecule antagonist of chemokine receptor CXCR4 being developed as a once-daily oral therapy. X4 believes that inhibition of the CXCR4 receptor creates the potential for mavorixafor to provide therapeutic benefit across a wide variety of diseases, including primary immunodeficiencies and certain types of cancer. The efficacy and safety of mavorixafor, dosed once daily, is currently being evaluated in a number of clinical trials, including a global Phase 3 clinical trial in patients with WHIM syndrome, and in two Phase 1b clinical trials – in combination with ibrutinib in patients with Waldenström's macroglobulinemia, and as monotherapy in patients with Severe Congenital Neutropenia and other chronic neutropenia disorders. X4 is continuing to leverage its insights into CXCR4 biology at its corporate headquarters in Boston, Massachusetts and at its research facility in Vienna, Austria, and is discovering and developing additional product candidates. For more information, please visit www.x4pharma.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. These statements may be identified by the words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "target," or other similar terms or expressions that concern X4's expectations, strategy, plans, or intentions. Forward-looking statements include, without limitation, statements regarding the clinical development and therapeutic potential of mavorixafor; X4's potential growth and evolution; the advancement of X4's pipeline; and the potential commercialization of mavorixafor and any other of X4's product candidates, if approved. Any forward-looking statements in this press release are based on management's current expectations and beliefs. Actual events or results may differ materially from those expressed or implied by any forward-looking statements contained herein, including, without limitation, uncertainties inherent in the initiation and completion of preclinical studies and clinical trials and clinical development; the risk that trials and studies may be delayed, including, but not limited to, as a result of the effects of the ongoing COVID-19 pandemic or delayed patient enrollment, and may not have satisfactory outcomes; the risk that the outcomes of preclinical studies or earlier clinical trials will not be predictive of later clinical trial results; the risk that initial or interim results from a clinical trial may not be predictive of the final results of the trial or the results of future trials; the potential adverse effects arising from the testing or use of mavorixafor or other product candidates; risks related to X4's ability to raise additional capital and other risks and uncertainties, including those described in the section entitled "Risk Factors" in X4's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on August 3, 2021, and in other filings X4 makes with the SEC from time to time. X4 undertakes no obligation to update the information

contained in this press release to reflect new events or circumstances, except as required by law.

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Source: X4 Pharmaceuticals