

**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): October 15, 2024

NURIX THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation or Organization)

1700 Owens Street, Suite 205
San Francisco, California
(Address of Principal Executive Offices)

001-39398

(Commission
File Number)

27-0838048

(IRS Employer
Identification No.)

94158

(Zip Code)

(415) 660-5320

(Registrant's Telephone Number, Including Area Code)

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, \$0.001 par value per share	NRIX	Nasdaq Global 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.

(d)

On October 15, 2024, the board of directors (the “Board”) of Nurix Therapeutics, Inc. (the “Company”), following a recommendation from the Nominating and Corporate Governance Committee of the Board, appointed Anil Kapur to serve as a director of the Company and as a member of the Development Advisory Committee of the Board (the “Development Advisory Committee”), effective immediately. Mr. Kapur will serve as a Class I director whose term will expire at the Company’s 2027 annual meeting of stockholders.

Mr. Kapur’s compensation will be as provided under the Company’s non-employee director compensation program (the “Non-Employee Director Compensation Program”). In connection with his election as a non-employee director of the Board and consistent with the Non-Employee Director Compensation Program, Mr. Kapur will receive a pro rata portion of the \$50,000 annual retainer for service as a director for the remaining portion of the Company’s fiscal year ending November 30, 2024, and a pro rata portion of the \$5,000 annual retainer for service as a member of the Development Advisory Committee of the Board for the remaining portion of the Company’s fiscal year ending November 30, 2024. In addition, consistent with the Non-Employee Director Compensation Program, the Board granted to Mr. Kapur, effective October 15, 2024 (the “Grant Date”), a stock option to purchase 50,000 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), at an exercise price equal to the closing sale price of the Common Stock on the Grant Date, as reported by the Nasdaq Global Market, which will vest monthly over three years, subject to Mr. Kapur’s continued service as a director on the Board (the “Initial Award”). Mr. Kapur will also receive the customary annual equity compensation paid to non-employee directors on the date of each annual meeting of stockholders, which as currently constituted under the Non-Employee Director Compensation Program shall consist of a stock option to purchase 25,000 shares of Common Stock, vesting on the earlier of the date of the next annual meeting of stockholders or one year from the date of grant, subject to Mr. Kapur’s continued service as a director on the Board through such date (each such award, an “Annual Award”). The Initial Award and each Annual Award will accelerate in full upon the consummation of a Corporate Transaction (as defined in the Company’s 2020 Equity Incentive Plan).

The Company has entered into its standard form of indemnification agreement with Mr. Kapur. 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 filed with the Securities and Exchange Commission on July 2, 2020 (File No. 333-239651) and is incorporated by reference herein.

There are no arrangements or understandings between Mr. Kapur and any other persons pursuant to which Mr. Kapur was selected as a member of the Board. There are also no family relationships between Mr. Kapur and any director or executive officer of the Company, nor does Mr. Kapur have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Exchange Act of 1934, as amended.

A copy of the press release announcing Mr. Kapur’s appointment to the Board is furnished hereto as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are filed herewith and this list is intended to constitute the exhibit index:

Exhibit No.	Exhibit Title or Description
99.1	Press Release dated October 16, 2024
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.

NURIX THERAPEUTICS, INC.

Date: October 16, 2024

By: /s/ Christine Ring

Christine Ring, Ph.D., J.D.

Chief Legal Officer and Secretary



Nurix Therapeutics Expands Its Board of Directors with the Addition of Drug Commercialization Expert Anil Kapur

SAN FRANCISCO, October 16, 2024 (GLOBE NEWSWIRE) — Nurix Therapeutics, Inc. (Nasdaq: NRIX), a clinical stage biopharmaceutical company developing targeted protein modulation drugs designed to treat patients with cancer and inflammatory diseases, today announced the appointment of Anil Kapur to its board of directors, effective October 15, 2024. Mr. Kapur has over 25 years of executive experience in pharmaceutical and biotech companies across both U.S. and international markets.

“I am delighted to welcome Anil to the Nurix board as we enter this important stage in the company’s development and execute on our plan to advance NX-5948 into pivotal clinical testing in 2025 and prepare for future commercialization,” said Arthur T. Sands, M.D., Ph.D., president and chief executive officer of Nurix. “Anil has an impressive record of commercial operations excellence and extensive experience launching novel drugs in hematology and oncology with direct relevance to Nurix’s pipeline, including the launch of blockbuster drugs Imbruvica and Darzalex while at Johnson & Johnson. I believe his strategic, marketing, sales and business development insights will be invaluable to Nurix in the years to come.”

Mr. Kapur began his pharmaceutical executive career as Vice President, Commercial Leader Hematology Franchise at Janssen Pharmaceuticals, Johnson & Johnson’s global pharmaceutical strategy organization. As the J&J Joint Commercialization Committee Leader in partnership with Pharmacyclics, Mr. Kapur launched Imbruvica, the first BTK inhibitor for chronic lymphocytic leukemia, achieving an estimated \$1 billion in sales within 18 months of launch. Mr. Kapur also led the J&J/Genmab joint commercialization committee and the global team that launched the transformational product Darzalex, the first biologic for multiple myeloma.

“I am excited to join Nurix’s board of directors at this important time as NX-5948 is poised to enter pivotal trials and as we form the strategy for its commercialization,” said Mr. Kapur. “I believe Nurix’s targeted protein degrader drug pipeline has great potential to change the treatment landscape and help patients living with B cell malignancies and beyond.”

As a senior leader in hematology and oncology in both small and large organizations, Mr. Kapur has been responsible for launching significant global brands, building and managing commercial capabilities, driving corporate strategy and managing alliances. Most recently, Mr. Kapur served as Executive Vice President, Corporate Strategy and Chief Commercial Officer at Geron Corporation from December 2019 to August 2024. Prior to Geron, Mr. Kapur served as Chief Commercial Officer at Actinium Pharmaceuticals, Inc., and as Vice President, Head of Early Assets, Biomarkers and External Innovation for Worldwide Oncology Commercialization at Bristol-Myers Squibb. Mr. Kapur is a member of the board of directors of Verastem, Inc., a late-stage development biopharmaceutical company. Mr. Kapur holds a BE in Mechanical

Engineering from Birla Institute of Technology in India, an MS in Engineering from Louisiana Tech University, and an MBA from the Fuqua School of Business at Duke University.

About Nurix Therapeutics, Inc.

Nurix Therapeutics is a clinical stage biopharmaceutical company focused on the discovery, development and commercialization of innovative small molecules and antibody therapies based on the modulation of cellular protein levels as a novel treatment approach for cancer, inflammatory conditions, and other challenging diseases. Leveraging extensive expertise in E3 ligases together with proprietary DNA-encoded libraries, Nurix has built DELigase, an integrated discovery platform, to identify and advance novel drug candidates targeting E3 ligases, a broad class of enzymes that can modulate proteins within the cell. Nurix's drug discovery approach is to either harness or inhibit the natural function of E3 ligases within the ubiquitin-proteasome system to selectively decrease or increase cellular protein levels. Nurix's wholly owned, clinical stage pipeline includes targeted protein degraders of Bruton's tyrosine kinase, a B-cell signaling protein, and inhibitors of Casitas B-lineage lymphoma proto-oncogene B, an E3 ligase that regulates activation of multiple immune cell types including T cell and NK cells. Nurix is headquartered in San Francisco, California. For additional information visit <http://www.nurixtx.com>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and other federal securities laws. Any statements contained herein that do not describe historical facts, including, but not limited to, statements regarding the expected contributions Mr. Kapur will bring to Nurix, Nurix's plans to advance NX-5948 into pivotal clinical testing in 2025, and the potential for Nurix's targeted protein degrader drug pipeline to change the treatment landscape in B cell malignancies, are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those discussed in such forward-looking statements. Such risks and uncertainties include, among others, the risks described under the heading "Risk Factors" in Nurix's Quarterly Report on Form 10-Q for the period ended August 31, 2024, and subsequent filings with the SEC. Any of these risks and uncertainties could materially and adversely affect Nurix's business and results of operations, which could, in turn, have a significant and adverse impact on Nurix's stock price. Nurix cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. Nurix undertakes no obligation to update publicly any forward-looking statements to reflect new information, events or circumstances after the date they were made or to reflect the occurrence of unanticipated events.

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