

**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): May 28, 2021

NURIX THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

001-39398
(Commission
File Number)

27-0838048
(IRS Employer
Identification No.)

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

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.

(b)

On May 28, 2021, Leon Chen, Ph.D., advised the board of directors (the “Board”) of Nurix Therapeutics, Inc. (the “Company”) that he would resign as a Class II director of the Board and as a member of the Nominating and Corporate Governance Committee of the Board (the “Governance Committee”), effective immediately (the “Resignation”). The Resignation is not the result of any disagreement with the Company on any matter relating to its operations, policies or practices.

(d)

On May 28, 2021, the Board, following a recommendation from the Governance Committee, appointed Clay B. Siegall, Ph.D., to serve as a director of the Company and as a member of the Compensation Committee of the Board (the “Compensation Committee”) and the Development Advisory Committee of the Board (the “Development Advisory Committee”), effective immediately. Dr. Siegall will serve as a Class II director whose term will expire at the Company’s 2022 annual meeting of stockholders.

Dr. Siegall’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, Dr. Siegall will receive a pro rata portion of the \$35,000 annual retainer for service as a director for the remaining portion of the Company’s fiscal year ending November 30, 2021, a pro rata portion of the \$5,000 annual retainer for service as a member of the Compensation Committee for the remaining portion of the fiscal year ending November 30, 2021, and a pro rata portion of the \$5,000 annual retainer for service as a member of the Development Advisory Committee for the remaining portion of the fiscal year ending November 30, 2021. In addition, consistent with the Non-Employee Director Compensation Program, the Board granted to Dr. Siegall, effective May 28, 2021 (the “Grant Date”), a stock option to purchase 35,000 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 Dr. Siegall’s continued service as a director on the Board (the “Initial Award”). Dr. Siegall 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 17,500 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 Dr. Siegall’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 Dr. Siegall. 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 incorporated by reference herein.

There are no arrangements or understandings between Dr. Siegall and any other persons pursuant to which Dr. Siegall was selected as a member of the Board. There are also no family relationships between Dr. Siegall and any director or executive officer of the Company, nor does Dr. Siegall 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 Dr. Siegall’s appointment to the Board and Dr. Chen’s resignation from 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 exhibit is furnished with this Form 8-K:

Exhibit No.	Exhibit Title or Description
99.1	Press Release dated June 1, 2021.

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: June 1, 2021

By: /s/ Christine Ring
Christine Ring, Ph.D., J.D.
General Counsel



Nurix Therapeutics Appoints Industry Leader Clay Siegall, Ph.D., to its Board of Directors

SAN FRANCISCO, June 1, 2021 (GLOBE NEWSWIRE) — Nurix Therapeutics, Inc. (Nasdaq: NRIX), a biopharmaceutical company developing targeted protein modulation drugs, today announced the appointment of Clay Siegall, Ph.D., to its board of directors. Dr. Siegall is a co-founder of Seagen Inc. (formerly Seattle Genetics, Inc.) and serves as its president, chief executive officer, and chairman of the board.

“As an experienced industry leader with a remarkable track record of success in building Seagen from a drug discovery platform company to a commercial-stage oncology company with multiple products, Clay brings a wealth of experience that will be extremely valuable as we enter the next phase of Nurix’s evolution,” said Arthur T. Sands, M.D., Ph.D., president and chief executive officer of Nurix. “I am delighted to welcome Clay to our board and look forward to working with him as we move four programs into the clinic this year and continue to expand our DELigase drug discovery platform.”

“I am pleased to join the Nurix board and look forward to working with the leadership team to help achieve its mission to bring important medicines to patients in need,” said Dr. Siegall. “Nurix’s novel technology has the potential to provide therapeutic benefit in oncology and autoimmune disease, and the company is well-positioned with promising preclinical data, strategic collaborations, and financial resources to execute on its next phase of growth.”

Dr. Siegall co-founded Seagen in 1998 with a vision to improve the lives of people with cancer by developing targeted therapies to treat major unmet needs. Today, Seagen has three FDA-approved medicines: Adcetris®, Padcev® and Tukysa® and is an industry leader in antibody-drug conjugate (ADC) technology and development. Prior to founding Seagen, Dr. Siegall held positions at the Bristol Myers Squibb Pharmaceutical Research Institute, the National Institutes of Health, and the National Cancer Institute. He has authored more than 70 publications and holds 15 patents. Dr. Siegall holds a B.S. from the University of Maryland and a Ph.D. in Genetics from George Washington University.

Concurrent with the appointment of Dr. Siegall, Leon Chen, Ph.D., a partner at The Column Group, resigned from the Nurix board, effective May 28, 2021. Nurix thanks Dr. Chen for his support and many contributions to the company during his tenure on the Nurix board.

About Nurix Therapeutics, Inc.

Nurix Therapeutics is a biopharmaceutical company focused on the discovery, development, and commercialization of small molecule therapies designed to modulate cellular protein levels as a novel treatment approach for cancer and other challenging diseases. Leveraging Nurix's extensive expertise in E3 ligases together with its 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 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 T cell activation. Nurix is headquartered in San Francisco, California. For more information, please visit <http://www.nurix.com>.

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. These forward-looking statements reflect the current beliefs and expectations of management. All statements other than statements of historical fact are statements that could be deemed forward-looking statements, including, without limitation, statements concerning the expected contributions Dr. Siegall will bring to the Nurix board, Nurix's future plans and prospects, the planned timing of Nurix's clinical trial programs for its drug candidates and the expansion of Nurix's DELigase™ platform. Although Nurix believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are subject to risks and uncertainties that may cause Nurix's actual activities or results to differ significantly from those expressed in any forward-looking statement, including the risks and uncertainties described under the heading "Risk Factors" in documents Nurix files from time to time with the Securities and Exchange Commission (SEC) including Nurix's Annual Report on Form 10-K filed with the SEC on February 16, 2021, Nurix's Quarterly Report on Form 10-Q filed with the SEC on April 13, 2021, and other SEC filings. These forward-looking statements speak only as of the date of this press release, and Nurix undertakes no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date hereof, except as required by applicable law.

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