
**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): September 25, 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.

On September 25, 2021, 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 (the “Governance Committee”), appointed each of Judith A. Reinsdorf and Paul M. Silva to serve as a director of the Company, effective October 1, 2021 (the “Effective Date”). Ms. Reinsdorf was also appointed as a member of the Governance Committee and will serve as a Class II director whose term will expire at the Company’s 2022 annual meeting of the stockholders. Further, Mr. Silva was also appointed as a member of the Audit Committee of the Board (the “Audit Committee”) and will serve as a Class III director whose term will expire at the Company’s 2023 annual meeting of stockholders.

Each of Ms. Reinsdorf’s and Mr. Silva’s compensation will be as provided under the Company’s non-employee director compensation program (the “Non-Employee Director Compensation Program”). In connection with their elections as non-employee directors of the Board and consistent with the Non-Employee Director Compensation Program, each of Ms. Reinsdorf and Mr. Silva 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 and a pro rata portion of the \$4,000 annual retainer for service as a member of the Governance Committee for the remaining portion of the fiscal year ending November 30, 2021 (in the case of Ms. Reinsdorf) or a pro rata portion of the \$7,500 annual retainer for service as a member of the Audit Committee for the remaining portion of the fiscal year ending November 30, 2021 (in the case of Mr. Silva). In addition, consistent with the Non-Employee Director Compensation Program, the Board granted to each of Ms. Reinsdorf and Mr. Silva, effective as of the Effective Date (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 continued service as a director on the Board (the “Initial Award”). Each of Ms. Reinsdorf and Mr. Silva 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 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 each of Ms. Reinsdorf and Mr. Silva. 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 either of Ms. Reinsdorf or Mr. Silva and any other persons pursuant to which Ms. Reinsdorf and Mr. Silva were each separately selected as a member of the Board. There are also no family relationships between either of Ms. Reinsdorf or Mr. Silva and any director or executive officer of the Company, nor does either of Ms. Reinsdorf or Mr. Silva 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 Ms. Reinsdorf’s and Mr. Silva’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 exhibit is furnished with this Form 8-K:

Exhibit No.	Exhibit Title or Description
99.1	Press Release dated September 30, 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, 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: September 30, 2021

By: /s/ Arthur T. Sands
Arthur T. Sands, M.D., Ph.D.
President and Chief Executive Officer



Nurix Therapeutics Expands its Board of Directors with the Addition of Two Industry Leaders

SAN FRANCISCO, September 30, 2021 (GLOBE NEWSWIRE) — Nurix Therapeutics, Inc. (Nasdaq: NRIX), a biopharmaceutical company developing targeted protein modulation drugs, today announced the appointments of Judith A. Reinsdorf and Paul M. Silva to its board of directors, effective October 1, 2021. Ms. Reinsdorf is the former executive vice president and general counsel of Johnson Controls International, and Mr. Silva is the former senior vice president, chief accounting officer at Vertex Pharmaceuticals Incorporated.

“I am delighted to welcome Judy and Paul to the Nurix board as we enter this important stage in the company’s development and execute on our plan to advance multiple programs into clinical trials by the end of 2021,” said Arthur T. Sands, M.D., Ph.D., president and chief executive officer of Nurix. “The Nurix team looks forward to benefitting from their broad operational and strategic experience as we advance our exciting portfolio of drug candidates and continue to develop our highly productive DELigase drug discovery platform.”

Ms. Reinsdorf has extensive experience in executive roles across multiple industries. She most recently served as executive vice president and general counsel of Johnson Controls International, a global leader in building products and technology and integrated solutions, from September 2016 to November 2017, following its merger with Tyco International, where she served as executive vice president and general counsel from March 2007 until September 2016. She currently serves on the board of directors of Cornerstone Building Brands, Inc. and EnPro Industries, Inc., and on the advisory board of Teach for America – New Jersey and the NACD New Jersey Chapter. Previously, Ms. Reinsdorf served on the boards of Alexion Pharmaceuticals, Inc. until its acquisition by Astra Zeneca in 2021 and The Dun & Bradstreet Corporation from 2013 until 2019 when it was taken private. She began her career in 1989 as an associate at Crowell & Moring and held various legal counsel positions at Monsanto, Pharmacia and C.R. Bard. Ms. Reinsdorf holds a B.A. from the University of Rochester and a J.D. from Cornell Law School.

Mr. Silva is a biotechnology leader with more than 30 years of finance and operational experience. He served as senior vice president, chief accounting officer, at Vertex Pharmaceuticals Incorporated, a global biotechnology company, from April 2011 until his retirement in April 2021, and also served as the company’s interim chief financial officer from January 2019 to April 2019. Mr. Silva joined Vertex in August 2007 and was the company’s vice president and corporate controller from September 2008 through April 2011. Prior to Vertex, he held positions at Iron Mountain Incorporated and Thermo Electron Corporation. Mr. Silva holds a B.S. in accounting from Assumption College.



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 Ms. Reinsdorf and Mr. Silva 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 July 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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