
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 12, 2022

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.

(d)

On September 12, 2022, 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 Edward C. Saltzman 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. Mr. Saltzman will serve as a Class II director whose term will expire at the Company’s 2025 annual meeting of stockholders.

Mr. Saltzman’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. Saltzman 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, 2022, 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, 2022, 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, 2022. In addition, consistent with the Non-Employee Director Compensation Program, the Board granted to Mr. Saltzman, effective September 12, 2022 (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. Saltzman’s continued service as a director on the Board (the “Initial Award”). Mr. Saltzman 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. Saltzman’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. Saltzman. 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 Mr. Saltzman and any other persons pursuant to which Mr. Saltzman was selected as a member of the Board. There are also no family relationships between Mr. Saltzman and any director or executive officer of the Company, nor does Mr. Saltzman 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. Saltzman’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:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 14, 2022
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 14, 2022

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



Nurix Therapeutics Appoints Leading Industry Strategist Edward C. Saltzman to its Board of Directors

SAN FRANCISCO, September 14, 2022 — Nurix Therapeutics, Inc. (Nasdaq: NRIX), a clinical-stage biopharmaceutical company developing targeted protein modulation drugs, today announced the appointment of Edward C. Saltzman to its board of directors. Mr. Saltzman has over 30 years of drug strategic development experience in the biopharmaceutical and biotechnology industries, and currently serves as Head of Biotech Strategy at Lumanity Inc., a global pharmaceutical and biotechnology advisory firm.

“I am delighted to welcome Ed to the Nurix board of directors at this important stage in the Company’s growth as we advance multiple programs through clinical trials with significant potential to treat patients with cancer,” said Arthur T. Sands, M.D., Ph.D., president and chief executive officer of Nurix. “The entire Nurix team will benefit from Ed’s significant industry expertise and strategic development experience as our innovative science continues to bring forth promising new drug candidates.”

Mr. Saltzman commented, “Nurix is leading the way in developing novel small molecules designed to modulate protein levels in cells and is initially advancing these innovative medicines as potential therapies to address both hematologic and solid tumors. I am excited by the broad potential of Nurix’s DELigase platform and am very pleased to join the Company’s board of directors. I look forward to working with the leadership team to help achieve Nurix’s mission of bringing novel therapies to patients in need.”

Mr. Saltzman has served as Lumanity’s Head of Biotech Strategy since March of 2022. In 1993, Mr. Saltzman founded Defined Health Inc., an asset development strategy consulting firm, and led it to becoming a preeminent advisor to senior management and boards of directors of biotechnology and biopharmaceutical companies, including those developing novel drug discovery platforms. Following the sale of Defined Health to Cello Health plc in January 2017, Mr. Saltzman served as President of Cello Health’s bio-consulting business unit until mid 2017, when he was appointed as the unit’s Executive Chairman, a position he held until March 2022 when Cello Health was merged with several other businesses and renamed Lumanity. Mr. Saltzman is a frequent speaker on industry issues and has been widely recognized for his contributions to education in the life sciences sector. Mr. Saltzman holds a bachelor’s degree in Journalism from New York University.



About Nurix Therapeutics, Inc.

Nurix Therapeutics is a clinical stage biopharmaceutical company focused on the discovery, development and commercialization of small molecule and cell therapies based on the modulation of 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 additional information visit <http://www.nurixtx.com>.

Forward Looking Statement

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 Mr. Saltzman will bring to Nurix, Nurix's future plans and prospects, the advancement of Nurix's pipeline of drug candidates in clinic, the extent to which Nurix's scientific approach may bring forth new drug candidates, and the potential of Nurix's current and prospective drug candidates and 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 Quarterly Report on Form 10-Q filed with the SEC on July 7, 2022, 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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