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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 14, 2022**

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**Arvinas, Inc.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-38672**  
(Commission  
File Number)

**47-2566120**  
(IRS Employer  
Identification No.)

**5 Science Park  
395 Winchester Ave.  
New Haven, Connecticut**  
(Address of principal executive offices)

**06511**  
(Zip Code)

**Registrant's telephone number, including area code: (203) 535-1456**

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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 (*see* General Instruction A.2. below):

- 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
<b>Common stock, par value \$0.001 per share</b>	<b>ARVN</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)

On December 14, 2022, Bradley Margus notified Arvinas, Inc. (the “Company”) of his decision to resign from the Company’s Board of Directors (the “Board”) and the Audit Committee of the Board, effective December 15, 2022. Mr. Margus’ decision to resign from the Board was not due to a disagreement on any matter related to the Company’s operations, policies or practices.

(c)

On December 15, 2022, the Board appointed David Loomis, Vice President and Chief Accounting Officer of the Company, age 49, as principal accounting officer of the Company in lieu of Sean Cassidy, Chief Financial Officer and Treasurer of the Company. Mr. Cassidy will continue to serve as the Company’s principal financial officer.

Mr. Loomis joined the Company on November 7, 2022. In connection with his joining the Company, the Company entered into an offer letter with Mr. Loomis, which provides for Mr. Loomis’ at-will employment for an indefinite term (the “Offer Letter”). Pursuant to the Offer Letter, Mr. Loomis will receive a base salary of \$375,000 a year and will have an individual bonus target of 35% of his base salary. He also received a one-time sign-on bonus in the amount of \$175,000, less applicable taxes and withholdings subject to his execution of a repayment agreement. Pursuant to his Offer Letter, on December 2, 2022, Mr. Loomis was issued options to purchase 27,500 shares of Company common stock at an exercise price of \$41.39, which was the closing price of the Company’s common stock on the date of grant. In addition, pursuant to his Offer Letter and as approved by the Compensation Committee of the Board, on December 13, 2022, Mr. Loomis was granted 2,750 restricted stock units (“RSUs”). Twenty five percent of the shares underlying option grant shall vest on the twelve (12) month anniversary of Mr. Loomis’ date with the Company, and the remaining 75% shall vest in 36 equal monthly installments thereafter, provided that Mr. Loomis remains employed with the Company on each subsequent vesting date. The RSUs shall vest 25% per year on each anniversary of Mr. Loomis’ start date, provided Mr. Loomis remains employed with the Company on each applicable vesting date. Each RSU that vests will represent the right to receive one share of the Company’s common stock.

Mr. Loomis joins the Company with close to 30 years’ finance experience in a broad array of practice and industry, including Big 4 public accounting, financial services, consulting and manufacturing, with the last 15 years spent in the biotech industry. Prior to joining Arvinas, Mr. Loomis served as the Vice President and Corporate Controller of Biohaven Pharmaceuticals, Inc. (“Biohaven”) where he was responsible for corporate tax, accounting, reporting, treasury, budgeting and forecasting, among other responsibilities. As one of Biohaven’s earliest employees, Mr. Loomis supported Biohaven’s initial public offering, follow-on offerings, intellectual property transactions, establishment of commercial processes and acquisitions, culminating with the sale of Biohaven’s calcitonin gene-related peptide portfolio to Pfizer Inc. Mr. Loomis received his bachelor’s degree and MBA from Quinnipiac University.

There are no arrangements or understandings between Mr. Loomis and any other person regarding his appointment as principal accounting officer and Mr. Loomis does not have a direct or indirect material interest in any related party transaction required to be disclosed under Item 404(a) of Regulation S-K. There is no family relationship between Mr. Loomis and any director, executive officer, or person nominated or chosen by the Company to become principal accounting officer.

(d)

On and effective December 15, 2022, upon recommendation from the Nominating and Corporate Governance Committee of the Board, the Board elected Everett Cunningham, age 55, as a director of the Company, effective immediately upon the resignation of Mr. Margus. Mr. Cunningham was appointed as a Class III director and will serve in accordance with the Amended and Restated Bylaws of the Company until the Company’s 2024 annual meeting of stockholders and thereafter until his successor is duly elected and qualified or until his earlier death, resignation or removal. Mr. Cunningham was also appointed to serve on the Audit Committee of the Board. Following Mr. Cunningham’s appointment, the Audit Committee is now comprised of Linda Bain (Chair), Leslie Norwalk Esq. and Mr. Cunningham. There are no arrangements or understandings between Mr. Cunningham and any other person regarding his election to the Board and Mr. Cunningham does not have a direct or indirect material interest in any related party transaction required to be disclosed under Item 404(a) of Regulation S-K.

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In accordance with the Company's non-employee director compensation program (the "Program"), applicable to all non-employee directors of the Company, Mr. Cunningham will receive (i) annual cash compensation of \$40,000 for his service as a director, (ii) additional annual cash compensation of \$10,000 as a member of the Audit Committee and (iii) reimbursement for reasonable travel and other expenses incurred in connection with attending meetings of the Board and committees thereof. In addition, in accordance with the Program, Mr. Cunningham was granted a stock option with an aggregate grant date fair value of \$750,000, as calculated by the Company in accordance with ASC Topic 718, to purchase shares of the Company's common stock at a per share exercise price of \$37.15, which was the closing price of the Company's common stock on December 15, 2022, the date of grant. The shares underlying the option will vest monthly in equal amounts over a three-year period following the date of grant, subject to continued service with the Company.

In connection with his election, the Company and Mr. Cunningham will enter into the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.7 to the Company's Registration Statement on Form S-1 ([File No. 333-227112](#)) filed with the Securities and Exchange Commission on September 14, 2018. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Mr. Cunningham for certain expenses (including attorneys' fees), judgments, fines and settlement amounts actually and reasonably incurred by him in any action or proceeding arising out of his service as a director of the Company.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release issued by the Registrant on December 16, 2022</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL).

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**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.

**ARVINAS, INC.**

Date: December 16, 2022

By: /s/ Sean Cassidy  
Sean Cassidy  
Chief Financial Officer

## Arvinas Announces Changes to its Board of Directors

NEW HAVEN, Conn., Dec. 16, 2022 (GLOBE NEWSWIRE) -- Arvinas, Inc. (Nasdaq: ARVN), a clinical-stage biotechnology company creating a new class of drugs based on targeted protein degradation, today announced that Brad Margus, M.B.A., has stepped down from the company's Board and Everett Cunningham has been appointed to join.

"We are very appreciative of Brad's contributions to the development and success of Arvinas, particularly in his role as a member of our Audit Committee," said John Houston, Ph.D., President and Chief Executive Officer at Arvinas. "We will miss him and his inspiring leadership, and we wish him the best of luck in his future endeavors."

Mr. Cunningham joins Arvinas' Board with over 25 years of experience in pharmaceuticals and medical services and a commitment to leadership excellence. He currently serves as Chief Commercial Officer at Exact Sciences and was previously President & CEO of GE Healthcare's U.S. & Canada regions. Prior to that, he served as Senior Vice President, Commercial, at Quest Diagnostics where he was responsible for global commercial sales, marketing, and commercial operations. He also spent 21 years at Pfizer in numerous senior leadership roles, including Regional President, Established Products for Asia Pacific.

Additionally, Mr. Cunningham has served on the board of American Family Children's Hospital in Madison, WI, since 2021 and Visby Medical in San Jose, CA, since 2022. He earned his bachelor's degree in economics from Northwestern University.

"Everett is an outstanding strategic leader with extensive experience in the pharmaceutical, medical services, and cancer diagnostics industries, and I am excited to welcome him to Arvinas' Board of Directors," said Dr. Houston. "I am confident that his leadership and expertise will be highly valuable to Arvinas, especially as it relates to commercialization."

"I share Arvinas' passion to improve the lives of patients with serious diseases," added Mr. Cunningham. "I am excited to join the team and contribute to Arvinas' success, especially as the company transitions to late-stage development."

### **About Arvinas**

Arvinas is a clinical-stage biotechnology company dedicated to improving the lives of patients suffering from debilitating and life-threatening diseases through the discovery, development, and commercialization of therapies that degrade disease-causing proteins. Arvinas uses its proprietary PROTAC<sup>®</sup> Discovery Engine platform to engineer proteolysis targeting chimeras, or PROTAC<sup>®</sup> targeted protein degraders, that are designed to harness the body's own natural protein disposal system to selectively and efficiently degrade and remove disease-causing proteins. In addition to its robust preclinical pipeline of PROTAC<sup>®</sup> protein degraders against validated and "undruggable" targets, the company has three investigational clinical-stage programs: bavdegalutamide (ARV-110) and ARV-766 for the treatment of men with metastatic castration-resistant prostate cancer; and ARV-471 for the treatment of patients with locally advanced or metastatic ER+/HER2- breast cancer. For more information, visit [www.arvinas.com](http://www.arvinas.com).

### **Forward-Looking Statements**

This press release contains forward-looking statements that involve substantial risks and uncertainties, including statements regarding the potential advantages and therapeutic benefits of our product

candidates, the future development and potential marketing approval and commercialization of our product candidates, including the initiation of and timing of data from our clinical trials. All statements, other than statements of historical facts, contained in this press release, including statements regarding our strategy, future operations, prospects, plans and objectives of management, are forward-looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “predict,” “project,” “target,” “potential,” “will,” “would,” “could,” “should,” “continue,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make as a result of various risks and uncertainties, including but not limited to: whether we will be able to successfully conduct and complete clinical development of our product candidates, including whether we initiate and receive results from our clinical trials on our expected timelines or at all, obtain marketing approval for and commercialize our product candidates on our current timelines or at all and other important factors discussed in the “Risk Factors” sections contained in our quarterly and annual reports on file with the Securities and Exchange Commission. The forward-looking statements contained in this press release reflect our current views with respect to future events, and we assume no obligation to update any forward-looking statements except as required by applicable law. These forward-looking statements should not be relied upon as representing our views as of any date subsequent to the date of this release.

#### Contacts

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