

---

---

# 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):

February 7, 2022

---

### Denali Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-38311  
(Commission  
File Number)

46-3872213  
(I.R.S. Employer  
Identification No.)

161 Oyster Point Blvd.  
South San Francisco, California 94080  
(Address of principal executive offices, including zip code)

(650) 866-8548  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last reports)

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))

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.

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	DNLI	NASDAQ Global Select Market

---

---

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

On February 3, 2022, Erik Harris was appointed to the Board of Directors (the "Board") and to the Audit Committee of the Board (the "Audit Committee") of Denali Therapeutics Inc. (the "Company"). Mr. Harris will serve as a Class II director, with a term expiring at the Company's 2022 annual meeting of the stockholders.

In accordance with the Company's amended and restated outside director compensation policy (the "Policy"), Mr. Harris will receive annual cash compensation of \$45,000 for his services as a member of the Board and an additional \$10,000 per year for his service as a member of the Audit Committee, each payable quarterly in arrears on a pro-rata basis, and on February 3, 2022, Mr. Harris was automatically granted an initial award of a nonstatutory stock option to purchase shares of the Company's common stock ("Initial Option") and an initial award RSU ("Initial RSU"), together having an aggregate company-assessed value of approximately \$700,000. 60% of the value of the initial awards is in the Initial Option, while the remaining 40% is in the Initial RSU. For purposes of the Policy, the Company values RSUs as 1 RSU for every 2 shares subject to an option. The Initial Option vests as to 25% of the shares on the one year anniversary of the grant date and as to 1/48<sup>th</sup> of the shares on each monthly anniversary of the grant date thereafter, provided that he remains a non-employee director through the applicable vesting date. The Initial RSU award vests over a four-year period, with 1/4<sup>th</sup> of the shares vesting on each anniversary of the grant date (or, for the last tranche that otherwise would vest on the fourth anniversary of the grant date, on such anniversary or, if earlier, on the day prior to the Company's next annual meeting of stockholders occurring after the third anniversary of the grant date), provided that he remains a non-employee director through the applicable vesting date. Initial awards to Mr. Harris were granted under and subject to terms of the Company's 2017 Equity Incentive Plan.

Mr. Harris will be eligible for equity awards on the same terms as other continuing non-employee members of the Board. The Policy provides that on the date of each annual meeting of stockholders, each non-employee director who has been a director for six months or more on the date of the annual meeting will automatically be granted a nonstatutory stock option to purchase shares of the Company's common stock ("Annual Option") and a RSU ("Annual RSU"), together having an aggregate company-assessed value of approximately \$400,000. 60% of the value of the awards will be in the Annual Option, while the remaining 40% will be in the Annual RSU. Each Annual Option and Annual RSU will vest fully on the earlier of the one year anniversary of the grant date or the day prior to the next annual meeting of stockholders held after the grant date, provided that he remains a non-employee director through the applicable vesting date.

Mr. Harris also executed the Company's standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.1 to the Company's Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-221522) filed with the Securities and Exchange Commission on December 7, 2017.

There is no arrangement or understanding between Mr. Harris and any other persons pursuant to which Mr. Harris was elected as a director. In addition, Mr. Harris is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On February 7, 2022, the Company issued a press release announcing Mr. Harris's appointment as a director. The press release is attached hereto as Exhibit 99.1.

The information furnished in the Item 9.01 (including Exhibits 99.1) shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

---

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release dated February 7, 2022.</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

---

**SIGNATURE**

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.

**DENALI THERAPEUTICS INC.**

Date: February 7, 2022

By: /s/ Steve E. Krognes  
Steve E. Krognes  
Chief Financial Officer and Treasurer



## Denali Therapeutics Announces Appointment of Erik Harris to Board of Directors

**SOUTH SAN FRANCISCO, Calif., February 7, 2022** -- Denali Therapeutics Inc. (NASDAQ: DNL1), a biopharmaceutical company developing a broad portfolio of product candidates engineered to cross the blood-brain barrier (BBB) for neurodegenerative diseases, today announced that Erik Harris has joined the Board of Directors. Mr. Harris' extensive biotech leadership and pharmaceutical experience includes 20 years in all aspects of commercial operations and achieving successful product launches in multiple therapeutic areas, including neurological and rare diseases.

"I'm excited to welcome Erik to our Board of Directors," said Ryan Watts, Ph.D., Denali's Chief Executive Officer. "Erik's experience and perspective will be valuable as we now transition to a late-stage development company with a diverse portfolio of therapeutic candidates and continue to build out our commercial capabilities with the goal to ultimately bring medicines to patients with neurodegenerative and lysosomal diseases."

"Denali is making significant progress toward a global organization serving patients with neurodegenerative diseases," said Mr. Harris. "I am very excited to join Denali's Board of Directors. I look forward to contributing to Denali by applying my insights in bringing high-impact, novel medicines to patients and their families."

Erik Harris currently serves as the Chief Commercial Officer and Executive Vice President of Ultragenyx Pharmaceutical Inc., a biopharmaceutical company focused on the development of a diverse portfolio of therapies for patients with rare and ultra-rare genetic diseases. Mr. Harris joined Ultragenyx in 2017 as Senior Vice President and Head of North American Commercial Operations. Earlier in his career he held positions in the commercial organizations at Crescendo Bioscience, Intermune, Elan Pharmaceuticals, Inc., Genentech, Inc., and Bristol Myers Squibb Company. In addition to the launch of Ultragenyx's Crysvita®, Mepsevii®, and Dojolvi®, Mr. Harris has been involved in the launches of Tarceva®, Tysabri® and Vectra-DA®. To begin his professional career, Mr. Harris served as a Lieutenant Commander in Naval Aviation and Congressional Fellow for the United States Navy. Mr. Harris received his Masters of Business Administration at the Wharton School of Business, and Bachelor of Science at the United States Naval Academy.

### About Denali Therapeutics

Denali Therapeutics is a biopharmaceutical company developing a broad portfolio of product candidates engineered to cross the blood-brain barrier (BBB) for neurodegenerative diseases. Denali pursues new treatments by rigorously assessing genetically validated targets, engineering delivery across the BBB and guiding development through biomarkers that demonstrate target and pathway engagement. Denali is based in South San Francisco. For additional information, please visit [www.denalitherapeutics.com](http://www.denalitherapeutics.com)

## Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements expressed or implied in this press release include, but are not limited to, statements regarding Denali's progress, business plans, business strategy, product candidates, planned preclinical studies and clinical trials and expectations; and statements made by Denali's Chief Executive Officer. Actual results are subject to risks and uncertainties and may differ materially from those indicated by these forward-looking statements as a result of these risks and uncertainties, including but not limited to, risks related to: any and all risks to Denali's business and operations caused directly or indirectly by the evolving COVID-19 pandemic; risk of the occurrence of any event, change or other circumstance that could give rise to the termination of Denali's collaboration agreements; Denali's early stages of clinical drug development; Denali's and its partners' ability to complete the development and, if approved, commercialization of its product candidates; Denali's reliance on third parties for the manufacture and supply of its product candidates for clinical trials; Denali's and its partners' ability to conduct or complete clinical trials on expected timelines; the uncertainty that product candidates will receive regulatory approval necessary to be commercialized; Denali's ability to continue to create a pipeline of product candidates or develop commercially successful products; Denali's ability to obtain, maintain, or protect intellectual property rights related to its product candidates; implementation of Denali's strategic plans for its business, product candidates and blood-brain barrier platform technology; and other risks, including those described in Denali's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) on November 4, 2021, Denali's Annual Report on Form 10-K filed with the SEC on February 26, 2021, and Denali's future reports to be filed with the SEC. The forward-looking statements in this press release are based on information available to Denali as of the date hereof. Denali disclaims any obligation to update any forward-looking statements, except as required by law.

### Investor Relations Contact:

Laura Hansen, Ph.D.  
Vice President, Investor Relations  
(650) 452-2747  
[hansen@dnli.com](mailto:hansen@dnli.com)

### Media Contacts:

Lizzie Hyland  
(646) 495-2706  
[Lizzie.hyland@fgh.com](mailto:Lizzie.hyland@fgh.com)

or

Morgan Warners  
(202) 295-0124  
[Morgan.warners@fgh.com](mailto:Morgan.warners@fgh.com)