

**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): December 12, 2019

BridgeBio Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38959
(Commission
File Number)

84-1850815
(IRS Employer
Identification No.)

421 Kipling Street
Palo Alto, CA
(Address of principal executive offices)

94301
(Zip Code)

(650) 391-9740
(Registrant's telephone number, including area code)

Not Applicable
(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 (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
Common Stock	BBIO	The Nasdaq Global Select 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; Compensatory Arrangements of Certain Officers.

Effective as of December 12, 2019, the Board of Directors (the “Board”) of BridgeBio Pharma, Inc. (the “Company”) increased the size of the Company’s Board from six to seven directors (the “Board Increase”). The Company effected the Board Increase pursuant to Article VI, Section 3 of the Company’s Amended and Restated Certificate of Incorporation and Article II, Section 2 of the Company’s Amended and Restated Bylaws.

Effective as of December 12, 2019, the Board, upon the recommendation of the Nominating and Corporate Governance Committee, appointed Jennifer E. Cook to the Board. Ms. Cook will serve as a Class II director of the Company, to hold office until the date of the annual meeting of stockholders following the year ending December 31, 2021 or until her earlier death, resignation or removal.

Pursuant to the Company’s Director Compensation Policy, on December 12, 2019, the Board granted Ms. Cook an option to purchase 82,878 shares of the Company’s common stock at an exercise price equal to \$37.45, the closing market price per share of the Company’s common stock on the Nasdaq Stock Market on the date of grant. The options will vest in three equal annual installments over a three-year period, subject to Ms. Cook’s continued service on the Board.

Ms. Cook has entered into the Company’s standard form of indemnification agreement, which is filed as Exhibit 10.4 to Amendment No. 4 to the Company’s Registration Statement on Form S-1 filed on June 25, 2019.

Ms. Cook, age 53, will serve as a member of the Board as of December 12, 2019. Ms. Cook currently manages her own consultancy. For the prior 18 months, Ms. Cook served as the Chief Executive Officer of GRAIL. Previously, she was at Roche Pharmaceuticals and Genentech, where she held a number of senior management positions: From 2013 to 2016, she was Head of Region Europe for Roche Pharmaceuticals, where she was responsible for the commercial success of Roche’s pharmaceutical products in Europe and leading more than 5,500 employees across the 28 countries of the region. Other key positions during her 25-year tenure at Roche and Genentech included leading Global Clinical Operations, U.S. and Global Product Portfolio Management, a Commercial Business Unit in the United States, and Market Development. Ms. Cook started her career in research and development at Genentech. In 2016, Ms. Cook was recognized for her contributions to the healthcare industry and inspirational leadership when she was named Woman of the Year by the Healthcare Businesswomen’s Association. Ms. Cook holds a B.A. in Human Biology and an M.S. in Biology from Stanford University, as well as an M.B.A. from the Haas School of Business at University of California, Berkeley. We believe Ms. Cook’s extensive experience as a senior management executive of healthcare and biotechnology companies, including as the senior vice president of one of the world’s largest healthcare companies, qualifies her to serve on our Board.

The Company is party to a consulting agreement, effective as of October 14, 2019 (the “Effective Date”) with Ms. Cook (the “Consulting Agreement”), pursuant to which Ms. Cook provides expert consulting services to the Company regarding matters relating to commercial activities as Senior Advisor. The Consulting Agreement has a two-year term. Pursuant to the Consulting Agreement, the Company has agreed to pay Ms. Cook a consulting fee at the annual rate of \$200,000. In addition, in accordance with the terms of the Consulting Agreement, the Company previously granted to Ms. Cook on December 2, 2019 an option to purchase 17,084 shares of the Company’s common stock at an exercise price equal to \$31.14, 50% of which options will vest on the one-year anniversary of the Effective Date and the remaining 50% of which options will vest on the two-year anniversary of the Effective Date, subject to Ms. Cook’s continuous service under the Consulting Agreement through both such dates; and an award of 7,152 restricted stock units of the Company (the “RSUs”), 50% of which RSUs will vest on the one-year anniversary of the Effective Date and the remaining 50% of which RSUs will vest on the two-year anniversary of the Effective Date, subject to Ms. Cook’s continuous service under the Consulting Agreement through both such dates. Ms. Cook is also entitled to reimbursement for expenses incurred in the course of rendering services under the Consulting Agreement.

There are no arrangements or understandings between Ms. Cook and any other persons pursuant to which Ms. Cook was appointed as a member of the Board. There are also no family relationships between Ms. Cook, on the one hand, and any director or executive officer of the Company or any other person nominated or chosen by the Company to become a director or executive officer, on the other, and other than the Consulting Agreement, she has no direct or indirect interest in any transaction or proposed transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On December 16, 2019, the Company issued a press release announcing the appointment of Ms. Cook to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated December 16, 2019.

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.

Date: December 17, 2019

BridgeBio Pharma, Inc.

/s/ Brian C. Stephenson

Brian C. Stephenson
Chief Financial Officer

BridgeBio Pharma, Inc. Appoints Industry Leader Jennifer Cook as New Board Member
Genentech veteran brings global commercial expertise to Board of Directors and will serve as a Special Advisor

PALO ALTO, Calif., December 16, 2019 — BridgeBio Pharma, Inc. (NASDAQ: BBIO) today announced it has appointed Jennifer Cook to its Board of Directors and will leverage her considerable expertise as a special advisor to the senior management team. Her counsel will help BridgeBio expand its capacity to develop treatments for genetic diseases as quickly and safely as possible.

“Jennifer is a seasoned leader in the biotech and pharmaceutical spaces, with decades of experience taking drugs from research to commercialization,” said Richard Scheller, Ph.D., chairman of research and development at BridgeBio. “During our time at Roche and Genentech, I saw her launch new medicines and drive growth for both companies. I am confident that her appointment to the board will strengthen BridgeBio’s experience and capabilities in drug commercialization.”

Cook brings more than 30 years of experience in the global biotech and pharmaceutical industry. Her work includes serving as Chief Executive Officer of GRAIL, Inc., leading Roche Pharma’s European commercial business, heading global clinical operations for Roche product development, and overseeing Genentech’s U.S. Immunology and Ophthalmology Business Unit. Cook was honored as the Woman of the Year by the Healthcare Businesswomen’s Association in 2016 and was named one of the Most Influential Women in Business by *The San Francisco Business Times* in 2012. Cook joins current board members Neil Kumar, Charles Homcy, Richard Scheller, Eric Aguiar, James Momtazee, and Ali Satvat. She will also serve as a special advisor to Kumar, Ph.D., the founder and CEO of BridgeBio.

“As BridgeBio evolves into a commercial company that serves patients with genetic diseases and supports the physicians who care for them, we require more expertise and guidance as it relates to commercial activity,” said Dr. Kumar. “Jennifer brings that expertise and more, having run a massive commercial organization in Europe. She also offers strategic perspectives on how to manage commercial infrastructure in a company like ours, which has a strong central team supporting a growing network of affiliate companies. Jennifer is a leader I admire and I look forward to partnering with and learning from her.”

“What interests me most about BridgeBio is its remarkable people and their focus on turning early-stage innovation in academic laboratories and leading medical institutions into drug discovery programs as quickly and efficiently as possible,” said Cook. “I look forward to applying my experience in biotech product development and commercialization to the important therapeutic areas BridgeBio is currently working on to help the team bring these treatments to patients.”

About BridgeBio Pharma

BridgeBio is a team of experienced drug discoverers, developers and innovators working to create life-altering medicines that target well-characterized genetic diseases at their source. BridgeBio was founded in 2015 to identify and advance transformative medicines to treat patients who suffer from Mendelian diseases, which are diseases that arise from defects in a single gene, and cancers with clear genetic drivers. BridgeBio's pipeline of over 15 development programs includes product candidates ranging from early discovery to late-stage development. For more information, please visit www.bridgebio.com.

Contact:

BridgeBio Pharma, Inc.

Grace Rauh

Grace.rauh@bridgebio.com

(917) 232-5478

Source: BridgeBio Pharma, Inc.