

**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): November 25, 2024

BARINTHUS BIOTHERAPEUTICS PLC

(Exact name of registrant as specified in its charter)

**England and Wales
(State or other jurisdiction
of incorporation)**

**001-40367
(Commission
File Number)**

**Not Applicable
(I.R.S. Employer
Identification No.)**

**Barinthus Biotherapeutics plc
Unit 6-10, Zeus Building Rutherford Avenue,
Harwell, Didcot, OX11 0DF
United Kingdom**

(Address of principal executive offices, including zip code)

**+44 (0) 1865 818 808
(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:

- 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:

<u>Title of each class</u>	<u>Trade Symbol(s)</u>	<u>Name of each exchange on which registered</u>
American Depositary Shares Ordinary shares, nominal value £0.000025 per share*	BRNS	The 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.

* American Depositary Shares may be evidenced by American Depositary Receipts. Each American Depositary Share represents one (1) ordinary share. Not for trading, but only in connection with the listing of the American Depositary Shares on The Nasdaq Global Market. The American Depositary Shares represent the right to receive ordinary shares and are being registered under the Securities Act of 1933, as amended, pursuant to a separate Registration Statement on Form F-6. Accordingly, the American Depositary Shares are exempt from the operation of Section 12(a) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12a-8.

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

On November 25, 2024, Nadège Pelletier, Ph.D., notified Barinthus Biotherapeutics plc (the "Company") that she will step down as Chief Scientific Officer of the Company effective February 2, 2025.

Item 8.01. Other Events.

On November 25, 2024, the Company issued a press release titled "Barinthus Bio Promotes SNAP-TI Co-Inventor, Geoffrey Lynn, M.D., Ph.D. to Chief Scientific Officer." The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1](#)

[Press Release dated November 25, 2024.](#)

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Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Barinthus Biotherapeutics plc

Date: November 25, 2024

By: /s/ William Enright
William Enright
Chief Executive Officer



Barinthus Bio Promotes SNAP-TI Co-inventor, Geoffrey Lynn, M.D., Ph.D. to Chief Scientific Officer

OXFORD, United Kingdom and GERMANTOWN, MD, United States, Nov. 25, 2024 (GLOBE NEWSWIRE) -- Barinthus Biotherapeutics plc (NASDAQ: BRNS) ("Barinthus Bio"), today announced the promotion of Geoffrey Lynn, M.D., Ph.D. to Chief Scientific Officer (CSO), effective as of December 1, 2024. Dr. Lynn succeeds Nadège Pelletier, Ph.D. who decided to pursue alternative opportunities closer to home after having served as Barinthus Bio's CSO since early 2023. Barinthus Bio is a clinical-stage biopharmaceutical company developing novel immunotherapeutic candidates that guide T cells to control disease.

"Dr. Pelletier's strong vision and leadership have resulted in a robust preclinical pipeline of promising leads for targeting autoimmune and other inflammatory diseases. She has played a pivotal role in the new company structure and across all R&D activities," said Bill Enright, Chief Executive Officer of Barinthus Bio. "We're very grateful for Dr. Pelletier's contributions to our growing pipeline and expect a smooth transition with the appointment of Dr. Lynn. As co-inventor of the SNAP-TI technology, he is a natural successor into the CSO role."

Dr. Pelletier will remain with the Company until the transition of responsibilities to Dr. Lynn is complete.

"This is an incredibly exciting time for Barinthus Bio. We have achieved functional cures with VTP-300 in patients with chronic hepatitis B, and VTP-1000, our first product candidate developed using the SNAP-TI technology, recently entered the clinic in a Phase 1 trial for individuals with celiac disease," said Dr. Lynn. "Dr. Pelletier has put Barinthus in a strong position with a compelling pipeline of assets, including our first program in the autoimmune disease space, and I look forward to building on this momentum while also exploring new opportunities to build value."

Dr. Lynn is a seasoned biotech innovator and executive with over 15 years of experience leading immunotherapeutic R&D from discovery through early development. Prior to joining the Company, Dr. Lynn led Avidia Technologies, Inc. as CEO and Founder from its launch at Johns Hopkins FastForward in 2017 through to its acquisition by Barinthus Bio in 2021. Dr. Lynn holds a M.D. from the Johns Hopkins University School of Medicine (US), as well as a D.Phil. from the University of Oxford.

About Barinthus Bio

Barinthus Biotherapeutics (Nasdaq: BRNS) is a clinical-stage biopharmaceutical company developing novel immunotherapeutic candidates designed to guide the immune system to overcome chronic infectious diseases and autoimmunity. Helping people living with serious diseases and their families is the guiding principle at the heart of Barinthus Bio. With a focused pipeline built around its proprietary platform technologies, Barinthus Bio is advancing immunotherapeutic product candidates in infectious diseases and autoimmunity, including: VTP-300, that utilizing its ChAdOx/MVA platform designed as a potential component of a functional cure for chronic HBV infection and VTP-1000, utilizing our SNAP-Tolerance Immunotherapy (SNAP-TI) platform and is designed to treat people with celiac disease. Barinthus Bio is also conducting a Phase 1 clinical trial for VTP-850, a second-generation immunotherapeutic candidate designed to treat recurrent prostate cancer. Barinthus Bio's differentiated technology platforms and therapeutic approach, coupled with deep scientific expertise and focus on clinical development, uniquely positions the company to navigate towards delivering treatments that improve the lives of people with chronic infectious diseases and autoimmunity. For more information, visit www.barinthusbio.com.

Barinthus Bio's Forward Looking Statements

This press release contains forward-looking statements regarding Barinthus Bio within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, which can generally be identified as such by use of the words "may," "will," "plan," "forward," "encouraging," "believe," "potential," "expect," and similar expressions, although not all forward-looking statements contain these identifying words. These forward-looking statements include, without limitation, express or implied statements regarding Barinthus Bio's future expectations, plans and prospects, the terms and timing of the anticipated officer transition. Any forward-looking statements in this press release are based on Barinthus Bio management's current expectations and beliefs and are subject to numerous risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, risks and uncertainties related to the success, cost and timing of Barinthus Bio's pipeline development activities and planned and ongoing clinical trials, including the risk that the timing for preliminary, interim or final data or initiation of its clinical trials may be delayed, the risk that interim or topline data may not reflect final data or results, Barinthus Bio's ability to execute on its strategy, regulatory developments, the risk that Barinthus Bio may not achieve the anticipated benefits of its pipeline prioritization and corporate restructuring, Barinthus Bio's ability to fund its operations and access capital, Barinthus Bio's cash runway, including the risk that its estimate of its cash runway may be incorrect, global economic uncertainty, including disruptions in the banking industry, the conflicts in Ukraine, Israel and Gaza, and other risks identified in Barinthus Bio's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2023, its Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. Barinthus Bio cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. Barinthus Bio expressly disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

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