

**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):
January 10, 2020**

Mirum Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38981
(Commission
File Number)

83-1281555
(I.R.S. Employer
Identification No.)

**950 Tower Lane, Suite 1050
Foster City, California**
(Address of principal executive offices)

94404
(Zip Code)

Registrant's telephone number, including area code: (650) 667-4085

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, par value \$0.0001 per share	MIRM	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

On January 10, 2020, the Compensation Committee of the Board of Directors of Mirum Pharmaceuticals, Inc. (the “Company”) approved the 2019 bonus awards for the Company’s named executive officers. The named executive officers’ other compensation for 2019 was previously reported by the Company in the Summary Compensation Table included in the Company’s prospectus, dated January 8, 2020 (the “Prospectus”), filed with the Securities and Exchange Commission pursuant to Rule 424(b)(4) of the Securities Act of 1933, as amended, relating to the Company’s Registration Statement on Form S-1 (File No. 333-235825). As of the date of the Prospectus, bonuses for the named executive officers had not been determined and, therefore, were omitted from the Summary Compensation Table. Below is a revised Summary Compensation Table, which includes the bonuses paid to the named executive officers and revised total compensation figures for 2019.

<u>Name and Principal Position(s)</u>	<u>Year</u>	<u>Salary (\$)</u>	<u>Bonus (\$)(3)</u>	<u>Option Awards (\$)(4)</u>	<u>Total (\$)</u>
Michael Grey(1)	2019	300,000	150,000	5,212,396	5,662,396
Former Executive Chairman and Chief Executive Officer(2)	2018	25,000	—	—	25,000
Christopher Peetz	2019	457,614	286,100	5,491,471	6,235,185
Chief Executive Officer and President(5)	2018	32,083	—	—	32,083
Pamela Vig, Ph.D	2019	354,826	155,300	2,171,832	2,681,958
Chief Scientific Officer(6)	2018	27,500	—	—	27,500
Lara Longpre	2019	354,826	155,300	2,171,832	2,681,958
Chief Development Officer(6)	2018	27,500	—	—	27,500

- (1) Amount shown under “Option Awards” does not include the grant of an option to purchase 100,000 shares of the Company’s common stock, par value \$0.0001 per share (“Common Stock”) to Mr. Grey on January 1, 2020 in connection with the planned management transition described in the Prospectus.
- (2) Mr. Grey served as the Company’s Chief Executive Officer until March 2019 and as the Company’s Executive Chairman until December 2019.
- (3) Amounts for 2019 represent bonuses awarded on January 10, 2020 in recognition of 2019 performance.
- (4) Amounts shown in this column do not reflect dollar amounts actually received by the Company’s named executive officers. Instead, these amounts reflect the aggregate grant date fair value of each stock option granted computed in accordance with the provisions of FASB ASC Topic 718. Assumptions used in the calculation of these amounts are included in Note 8 to the Company’s interim condensed consolidated financial statements included in the Prospectus. The Company’s named executive officers will only realize compensation to the extent the trading price of Common Stock is greater than the exercise price of such stock options.
- (5) Mr. Peetz served as the Company’s President since November 2018 and as the Company’s Chief Executive Officer since March 2019.
- (6) Dr. Vig and Ms. Longpre commenced employment with the Company in November 2018.

Item 8.01 Other Events.

On January 14, 2020, the Company issued a press release announcing the promotion of Ian Clements, Ph.D., the Company’s Senior Vice President Finance and Communications, and the Company’s principal financial and accounting officer, to the Company’s Chief Financial Officer, effective January 10, 2020. The full text of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 14, 2020.

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.

Mirum Pharmaceuticals, Inc.

Date: January 14, 2020

By: /s/ Christopher Peetz
Christopher Peetz
President and Chief Executive Officer



Mirum Pharmaceuticals Promotes Ian Clements to Chief Financial Officer

Foster City, Calif., January 14, 2020 – Mirum Pharmaceuticals, Inc. (Nasdaq: MIRM), a biopharmaceutical company focused on the development and commercialization of novel therapies for debilitating liver diseases, today announced the promotion of Ian Clements to Chief Financial Officer. Dr. Clements joined Mirum in March 2019 and most recently served as Senior Vice President, Finance and Communications.

“Since joining Mirum, Ian has played a pivotal role in the growth and success of the company,” said Chris Peetz, president and CEO. “Ian’s financial leadership through our IPO and recent financing has positioned us well for the upcoming planned NDA filing of maralixibat for pruritus due to Alagille syndrome, providing us with the financial resources expected to last the company through the potential approval.”

Prior to joining Mirum, Dr. Clements served as Vice President of Investor Relations at Dermira, Inc. Previously, Dr. Clements served as Vice President, Investor Relations and Corporate Communications at Tobira. Prior to that, he was head of investor relations and corporate communications at Avanir Pharmaceuticals. Dr. Clements has also held leadership positions at Sequenom, a genetic analysis and diagnostics company, and The Trout Group, where he managed west coast operations for life sciences investor relations. Dr. Clements received a Ph.D. in chemistry from the University of Manchester, an MBA from the Open University in the United Kingdom and a B.Sc. in chemistry from Staffordshire University.

About Mirum Pharmaceuticals

Mirum Pharmaceuticals, Inc. is a clinical-stage biopharmaceutical company focused on the development and commercialization of a late-stage pipeline of novel therapies for debilitating liver diseases. The company’s lead product candidate, maralixibat, is an investigational oral drug in development for progressive familial intrahepatic cholestasis (PFIC) and Alagille syndrome (ALGS). For more information, visit MirumPharma.com. Follow Mirum on [Twitter](#), [Facebook](#) and [LinkedIn](#).

Forward-Looking Statements

Statements contained in this press release regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include statements regarding, among other things, the planned NDA filing and potential approval for maralixibat and the adequacy of the company’s financial resources. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words such as “plans,” “will,” “believes,” “anticipates,” “expects,” “intends,” “goal,” “potential” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon Mirum’s current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual



results could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, which include, without limitation, risks and uncertainties associated with Mirum's business in general, and the other risks described in Mirum's filings with the Securities and Exchange Commission, including without limitation in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2019. All forward-looking statements contained in this press release speak only as of the date on which they were made. Mirum undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

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