

**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): August 16, 2021

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 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.

(b)

On August 16, 2021, Tiba Aynechi, Ph.D. notified the board of directors (the “Board”) of Mirum Pharmaceuticals, Inc. (the “Company”) of her resignation as a director of the Company, effective August 19, 2021. Dr. Aynechi’s resignation was not the result of any dispute or disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

(d)

On August 19, 2021, the Board, upon recommendation of the Nominating and Corporate Governance Committee of the Board, appointed William Fairey to the Board, effective immediately. Mr. Fairey will serve as a Class I director, with an initial term expiring at the Company’s 2023 Annual Meeting of Stockholders. Mr. Fairey will initially serve on the Audit Committee of the Board and will succeed Patrick Heron on such committee.

Pursuant to the Company’s Non-Employee Director Compensation Policy (as it may be amended from time to time, the “Policy”), Mr. Fairey was granted a stock option to purchase 34,000 shares of the Company’s common stock in connection with his appointment to the Board, which will vest in three equal annual installments measured from the date of grant, subject to Mr. Fairey’s continuous service as of each such date. In addition, in accordance with the Policy, Mr. Fairey will also receive an annual cash retainer of \$40,000 for his Board service and \$10,000 for his service on the Audit Committee thereof, each of which will be pro-rated for 2021. In addition, commencing with the Company’s 2022 Annual Meeting of Stockholders, Mr. Fairey will be eligible to receive an annual option grant to purchase 17,000 shares of the Company’s common stock, subject to his continuous service as of each such date.

Mr. Fairey has entered into the Company’s standard form of indemnification agreement. There were no arrangements or understandings between Mr. Fairey and any other persons pursuant to which he was selected as a director, and there are no related person transactions within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission between Mr. Fairey and the Company required to be disclosed herein.

Item 8.01 Other Events.

On August 19, 2021, the Company issued a press release announcing the appointment of Mr. Fairey to the Board. A copy of this press release is furnished as Exhibit 99.1 hereto.

In addition, on August 19, 2021, the Board appointed its current members Carol L. Brosgart, M.D. and Patrick Heron to its Nominating and Corporate Governance Committee and Compensation Committee, respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated August 19, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: August 19, 2021

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



Mirum Pharmaceuticals Appoints Biotechnology Executive William C. Fairey to its Board of Directors

FOSTER CITY, Calif. – August 19, 2021 - Mirum Pharmaceuticals, Inc. (Nasdaq: MIRM) today announced the appointment of industry veteran William C. Fairey to its Board of Directors. Mr. Fairey brings to Mirum significant experience in establishing commercial organizations within public companies, building markets, and launching novel therapeutics to treat specialty and rare and orphan diseases.

Concurrent with the appointment of Mr. Fairey, Tiba Aynechi, Ph.D., has resigned from the Company's Board of Directors and her position on the Board's Compensation and Nominating and Corporate Governance Committees, respectively, effective August 19, 2021. Dr. Aynechi has been a valued Director since Mirum's inception in 2018.

"Bill's extensive experience in global commercial and corporate strategy, and in rare disease, will be instrumental as we prepare for the launch of our first medication in the U.S. and continue to advance our pipeline to deliver medications for patients with rare liver diseases globally," said Chris Peetz, President and Chief Executive Officer at Mirum. "On behalf of the Board of Directors, I want to thank Tiba for her leadership and significant contributions as a founding Board member of Mirum. Her confidence in Mirum and sagacious guidance in the early days of the company helped Mirum to move from clinical-stage to a commercial-ready company, poised to make a meaningful impact for the rare liver disease community."

Mr. Fairey brings nearly 30 years of experience building strong and scalable global commercial organizations. Most recently, Mr. Fairey served as Executive Vice President and Chief Commercial Officer at MyoKardia where he built the commercial and portfolio strategy, established the company's European headquarters, was planning for the expansion in Latin America and Asia when the company was acquired by Bristol-Myers Squibb. Mr. Fairey held a similar role at ChemoCentryx, where, as Chief Operating Officer, he was responsible for building out the initial commercial and medical teams. Prior to ChemoCentryx, he served in a number of roles at Actelion Pharmaceuticals, including President of the U.S. division. Before taking that role, Mr. Fairey developed Actelion's Asia-Pacific business, creating new opportunities in China, Taiwan, and Southeast Asia, and chaired the Board of Directors for Actelion China. He was also President of Actelion Canada and as Vice President, Sales and Managed Markets, one of the founding members of the U.S. executive team.

"I am excited to join Mirum's Board to champion and help to grow what is already a strong and capable organization with a proven commitment to developing life-changing medicines," said William C. Fairey. "I look forward to supporting Mirum's efforts as they prepare for the potential launch of their first medication in the U.S., and as they expand their reach to the rare disease communities globally."

About Mirum Pharmaceuticals, Inc.

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. Mirum's lead product candidate, maralixibat, is an investigational oral drug in development for Alagille syndrome (ALGS), progressive familial intrahepatic cholestasis (PFIC), and biliary atresia. Mirum has submitted an NDA for maralixibat in the treatment of cholestatic pruritus in patients with ALGS. The NDA has been accepted for priority review by the FDA with a PDUFA action date of September 29, 2021. Additionally, Mirum's marketing authorization application for the treatment of pediatric patients with PFIC2 has been accepted for review (validated) by the European Medicines Agency. Mirum is also developing volixibat, also an oral ASBT-inhibitor, in primary sclerosing cholangitis, intrahepatic cholestasis of pregnancy, and primary biliary cholangitis. For more information, visit [MirumPharma.com](https://www.mirumpharma.com).

To augment its pipeline in cholestatic liver disease, Mirum has acquired the exclusive option to develop and commercialize gene therapy programs VTX-803 and VTX-802 for PFIC3 and PFIC2, respectively, from Vivet Therapeutics SAS, following preclinical evaluation and investigational new drug-enabling studies.

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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 regulatory approval pathway for maralixibat. 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 "will," "could," "would," "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, the impact of the COVID-19 pandemic, and the other risks described in Mirum's filings with the Securities and Exchange Commission. All forward-looking statements contained in this press release speak only as of the date on which they were made and are based on management's assumptions and estimates as of such date. 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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