

**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): June 4, 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
(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.

On June 4, 2021, the Board of Directors (the “Board”) of Mirum Pharmaceuticals, Inc. (the “Company”) appointed Carol L. Brosgart, M.D. as a director of the Company. Dr. Brosgart will serve as a Class I director, with an initial term expiring at the Company’s 2023 Annual Meeting of Stockholders. Dr. Brosgart will not initially serve on any committees of the Board.

Pursuant to the Company’s Non-Employee Director Compensation Policy (as it may be amended from time to time, the “Policy”), Dr. Brosgart was granted a stock option to purchase 34,000 shares of the Company’s common stock in connection with her appointment to the Board, which will vest in three equal annual installments measured from the date of grant, subject to Dr. Brosgart’s continuous service as of each such date. In addition, in accordance with the Policy, Dr. Brosgart will also receive an annual cash retainer of \$40,000 for her Board service, which will be pro-rated for 2021. In addition, commencing with the Company’s 2022 Annual Meeting of Stockholders, Dr. Brosgart will be eligible to receive an annual option grant to purchase 17,000 shares of the Company’s common stock, subject to her continuous service as of each such date. If Dr. Brosgart is appointed to serve on a committee of the Board, she will be entitled to additional cash compensation under the Policy in connection with such service.

There were no arrangements or understandings between Dr. Brosgart and any other persons pursuant to which she 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 Dr. Brosgart and the Company required to be disclosed herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 4, 2021, the Company held its 2021 Annual Meeting of Stockholders (the “Annual Meeting”). As of April 7, 2021, the record date for the Annual Meeting, 30,441,753 shares of common stock were outstanding and entitled to vote at the Annual Meeting. A summary of the matters voted upon by stockholders at the Annual Meeting is set forth below.

Proposal 1. Election of Directors

The Company’s stockholders elected the three persons listed below as Class II Directors, each to serve until the Company’s 2024 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The final voting results are as follows:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Laurent Fischer, M.D.	18,252,171	3,612,859	5,202,756
Patrick Heron	20,083,048	1,781,982	5,202,756
Niall O’Donnell, Ph.D.	19,910,584	1,954,446	5,202,756

Proposal 2. Ratification of the Selection of Independent Registered Public Accounting Firm

The Company’s stockholders ratified the selection by the Audit Committee of the Board of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2021. The final voting results are as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
27,058,394	75	9,317	—

Item 8.01 Other Events.

On June 7, 2021, the Company issued a press release announcing the appointment of Dr. Brosgart to the Board. A copy of this press release is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 7, 2021

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: June 9, 2021

Mirum Pharmaceuticals, Inc.

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



Mirum Pharmaceuticals Appoints Veteran Biotechnology Executive Carol L. Brosgart, M.D. to Board of Directors

FOSTER CITY, Calif. – June 7, 2021 - Mirum Pharmaceuticals, Inc. (Nasdaq: MIRM) today announced the appointment of Carol L. Brosgart, M.D., clinical professor of medicine, biostatistics and epidemiology, University of California, San Francisco, as an independent director to its Board of Directors. Dr. Brosgart currently serves as an industry consultant and scientific advisor, and as an independent director for several public and privately held biotechnology companies.

“Dr. Brosgart is a visionary leader in development, advocacy and policy for advancing life-changing medicines,” said Chris Peetz, president and chief executive officer at Mirum. “We are thrilled to welcome Carol to our board at this exciting time as we prepare for the potential launch of maralixibat and continue to advance our pipeline of transformative new therapies.”

Dr. Brosgart brings extensive clinical, public policy, advocacy and corporate experience to Mirum having held senior management, board and advisory positions in a number of settings. In addition to various advisory roles, Dr. Brosgart serves as an independent director on the boards of both public and privately held biotechnology companies (Galmed, Abivax, Enochian, and Intrivo Diagnostics) and previously served on the boards of Tobira and Juvaris, until their acquisitions. Dr. Brosgart’s senior management experience in biotechnology and healthcare included Chief Medical Officer roles at Alios BioPharma and UCSF Benioff Children’s Hospital and Research Center and Vice President, Public Health and Policy at Gilead where she was responsible for the clinical development and approval of two antiviral therapies: Viread® for the treatment of HIV, and Hepsera® for the treatment of chronic hepatitis B. Prior to Gilead, Dr. Brosgart worked for more than 20 years in public health, clinical care, research, and teaching. Dr. Brosgart also serves in public policy through advocacy, advisory and board roles for numerous organizations and foundations, including the American Liver Foundation, the Hepatitis B Foundation, the San Francisco AIDS Foundation and Forum for Collaborative Research.

Trained as a pediatrician and in public health and preventive medicine, she was among the first physicians in the United States to recognize and treat patients with HIV/AIDS. Dr. Brosgart was the founding Medical Director of the East Bay AIDS Center at Alta Bates Medical Center in Berkeley, California. She led NIH clinical trials as a member of the Community Programs for Clinical Research on AIDS (CPCRA), chaired the CPCRA Scientific Advisory Committee, and contributed to HIV antiretroviral drug development, and to the development of prophylactic and treatment agents for opportunistic and malignant complications of HIV/AIDS.

“I am thrilled to join Mirum at such a pivotal stage as it approaches the potential launch of maralixibat in Alagille syndrome,” said Carol L. Brosgart, M.D. “Mirum’s team, combined with its impressive pipeline, has tremendous potential to make a meaningful impact on the lives of patients and their families living with rare liver diseases.”

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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