

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 9, 2021

Protara Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-36694</u> (Commission File No.)	<u>20-4580525</u> (IRS Employer Identification No.)
<u>345 Park Avenue South Third Floor New York, NY</u> (Address of principal executive offices)		<u>10010</u> (Zip Code)

Registrant's telephone number, including area code: (646) 844-0337

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	TARA	The Nasdaq Capital 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.

Appointment of Jane Huang, M.D. to the Board of Directors

On June 9, 2021, the Board of Directors (the “Board”) of Protara Therapeutics, Inc. (the “Company”) approved an increase in the size of the Board to nine (9) members and appointed Jane Huang, M.D. as a Class I director and as a member of the Scientific Advisory Committee of the Board (the “Scientific Advisory Committee”) to fill the vacancy created by such increase, to serve in such capacity until the Company’s 2024 annual meeting of stockholders.

Dr. Huang will be entitled to receive compensation for her service as a director of the Company in accordance with the Company’s Amended and Restated Non-Employee Director Compensation Policy (the “Compensation Policy”). The Compensation Policy provides for annual cash compensation of (i) \$40,000 for service on the Board and (ii) \$25,000 for service on the Scientific Advisory Committee, both payable in equal quarterly installments and pro-rated based on days served in the applicable fiscal year. In addition, pursuant to the Compensation Policy, on June 9, 2021, Dr. Huang was granted a stock option to purchase 20,000 shares of the Company’s common stock, which will vest in equal monthly installments following the date of grant over a three year period, and a separate stock option to purchase 10,000 shares of the Company’s common stock, which will vest in equal monthly installments following the date of grant over a one year period, and in any event will be fully vested on the date of the Company’s 2022 annual meeting of stockholders. The Company also entered into its standard form of indemnification agreement with Dr. Huang, and the rights under such indemnification agreement are described under the caption “Limitations on Liability and Indemnification Matters” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities Exchange Commission on April 27, 2021.

There is no arrangement or understanding between Dr. Huang and any other person pursuant to which Dr. Huang was appointed as a director. There are no transactions between the Company and Dr. Huang that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “Securities Act”).

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

The Annual Meeting of Stockholders (the “Annual Meeting”) of the Company was held on June 9, 2021. As of April 13, 2021, the record date for the Annual Meeting, there were 11,228,606 shares of the Company’s common stock outstanding and entitled to vote. A summary of the matters voted upon at the Annual Meeting and the final voting results are set forth below.

Proposal 1. Election of Directors.

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

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Richard Levy, M.D.	4,557,151	1,869,168	1,394,378
Michael Solomon, Ph.D.	5,899,408	526,911	1,394,378

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

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

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
7,799,627	20,468	602

Proposal 3. Approval, on an Advisory Basis, of the Compensation of the Company’s Named Executive Officers.

The Company’s stockholders approved, on an advisory basis, the compensation of the Company’s named executive officers, as disclosed in the Company’s definitive proxy statement for the Annual Meeting. The final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
6,310,191	97,531	18,597	1,394,378

Item 7.01 Regulation FD Disclosure.

On June 10, 2021, the Company issued a press release announcing the appointment of Dr. Huang. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1, is being furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall the information be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release, dated June 10, 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.

Protara Therapeutics, Inc.

Dated: June 10, 2021

By: /s/ Blaine Davis
Blaine Davis
Chief Financial Officer



Protara Therapeutics Announces Appointment of Jane Huang, M.D. to Board of Directors

NEW YORK, June 10, 2021 -- Protara Therapeutics, Inc. (Nasdaq: TARA), a clinical-stage company developing transformative therapies for the treatment of cancer and rare diseases with significant unmet needs, today announced the appointment of Jane Huang, M.D. to its Board of Directors. Dr. Huang, an experienced biotech executive and proven leader throughout the development lifecycle of multiple oncology therapeutics globally, currently serves as Chief Medical Officer, Hematology at BeiGene, Ltd.

“It is a great privilege to welcome Dr. Huang to our Board of Directors,” said Jesse Shefferman, Chief Executive Officer of Protara Therapeutics. “As a proven industry leader with extensive oncology drug development experience, we believe Dr. Huang’s insights will be invaluable as we continue to advance TARA-002, our lead product candidate, for the treatment of both non-muscle invasive bladder cancer and lymphatic malformations.”

“It is a pleasure to join the Protara Board of Directors at such an exciting time in the Company’s evolution,” said Dr. Huang. “I look forward to working with the talented leadership team as they continue to execute on their mission of bringing transformative therapies to patients with cancer and rare diseases.”

At BeiGene, Dr. Huang oversees hematology drug development, and played a key role in the first approval of tislelizumab, BeiGene’s PD-1 inhibitor, and zanubrutinib, BeiGene’s BTK inhibitor. Prior to joining BeiGene, Dr. Huang was the Vice President and Head of Development at Acerta Pharma, where she oversaw global clinical development of the BTK inhibitor acalabrutinib. Previously, she served as Group Medical Director at Genentech where she played a leading role in drug development programs for several molecules at all stages of development, including venetoclax and obinutuzumab. Dr. Huang also currently serves as a Clinical Assistant Professor (adjunct), Thoracic Oncology, at Stanford University.

Dr. Huang received her Bachelor of Science degree in Biological Sciences from Stanford University and her M.D. from University of Washington School of Medicine. She is board certified in hematology, oncology and internal medicine, and she completed her residency in Internal Medicine and fellowships in Hematology and Oncology at Stanford University.

About Protara Therapeutics, Inc.

Protara is committed to identifying and advancing transformative therapies for people with cancer and rare diseases with limited treatment options. Protara’s portfolio includes its lead program, TARA-002, an investigational cell-based therapy being developed for the treatment of non-muscle invasive bladder cancer and lymphatic malformations, and IV Choline Chloride, an investigational phospholipid substrate replacement therapy for the treatment of intestinal failure-associated liver disease. For more information, visit www.protaratx.com.

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. Protara may, in some cases, use terms such as “predicts,” “believes,” “potential,” “proposed,” “continue,” “designed,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “will,” “should” or other words or expressions referencing future events, conditions or circumstances that convey uncertainty of future events or outcomes to identify these forward-looking statements. Such forward-looking statements include but are not limited to, statements regarding Protara’s intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things: Protara’s business strategy, Protara’s development plans for its product candidates and the contribution of Dr. Huang’s experience and past accomplishments in helping us achieve our strategic objectives, including the advancement of our programs. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Factors that contribute to the uncertain nature of the forward-looking statements include: risks that Protara’s sales, revenue, expense and other financial guidance may not be as expected, as well as risks and uncertainties associated with: Protara’s development programs, including the initiation and completion of non-clinical studies and clinical trials and the timing of required filings with the FDA and other regulatory agencies; the impact of the COVID-19 pandemic on Protara’s business and the global economy; general market conditions; changes in the competitive landscape; changes in Protara’s strategic and commercial plans; Protara’s ability to obtain sufficient financing to fund its strategic plans and commercialization efforts; having to use cash in ways or on timing other than expected; the impact of market volatility on cash reserves; the loss of key members of management; and the risks and uncertainties associated with Protara’s business and financial condition in general, including the risks and uncertainties described more fully under the caption “Risk Factors” and elsewhere in Protara’s filings and reports with the United States 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. Protara undertakes no obligation to update any forward-looking statements, whether as a result of the receipt of new information, the occurrence of future events or otherwise, except as required by law.

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