

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 29, 2021

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

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

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

**1 Little West 12th Street
New York, NY 10014**
(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 \$0.001 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 Cynthia Smith to Board of Directors

On January 29, 2021, the Board of Directors (the “Board”) of Protara Therapeutics, Inc. (the “Company”) appointed Cynthia Smith as a Class III director, and as a member of the Compensation Committee of the Board (the “Compensation Committee”), to serve in such capacity until the Company’s 2023 annual meeting of stockholders.

Ms. Smith 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) \$6,000 for service on the Compensation 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 January 29, 2021, Ms. Smith was granted a stock option to purchase 18,000 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 3,750 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 2021 annual meeting of stockholders. The Company also entered into its standard form of indemnification agreement with Ms. Smith, and the rights under such indemnification agreement are described under the caption “Limitation on Liability and Indemnification Matters” in the Company’s definitive proxy statement on Schedule 14A filed with the Securities Exchange Commission on April 23, 2020.

There is no arrangement or understanding between Ms. Smith and any other person pursuant to which Ms. Smith was appointed as a director. There are no transactions between the Company and Ms. Smith 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 7.01 Regulation FD Disclosure.

On February 2, 2021, the Company issued a press release announcing the appointment of Ms. Smith. 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

Exhibit Number	Exhibit Description
99.1	Press release, dated February 2, 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: February 2, 2021

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



Protara Therapeutics Announces Appointment of Cynthia Smith to Board of Directors

NEW YORK, February 2, 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 Cynthia Smith to its Board of Directors. Ms. Smith brings to Protara over 20 years of diverse leadership experience within the healthcare industry, most recently serving as Chief Commercial Officer at ZS Pharma.

“It is with great excitement that we welcome Cynthia to our Board of Directors,” said Jesse Shefferman, Chief Executive Officer of Protara Therapeutics. “As an accomplished leader with a proven track record in key commercial and strategic roles at several leading biopharmaceutical organizations, we look forward to leveraging Cynthia’s unique insights as we continue to work toward establishing a path to market in the U.S. for TARA-002 for the treatment of lymphatic malformations and advancing our non-muscle invasive bladder cancer program.”

“Protara holds great promise in its mission to develop transformative therapies for the treatment of cancer and rare diseases,” said Ms. Smith. “I look forward to working alongside the talented management team and Board to help drive Protara’s continued growth and create value-enhancing opportunities for its shareholders.”

While in her role as Chief Commercial Officer at ZS Pharma, Ms. Smith led the company’s transition from a development stage company to a commercial organization. Prior to joining ZS Pharma, she served as Vice President, Market Access and Commercial Development at Affymax, Inc. Earlier, she held various senior leadership positions in market access, corporate strategy, government relations and external affairs at Merck & Co. Before beginning her career in the biopharmaceutical industry, Ms. Smith served as a Healthcare Policy Analyst in the White House Office of Management and Budget. She currently serves on the Board of Directors at Spero Therapeutics, Dicerna Pharmaceuticals, and Akebia Therapeutics. She earned a B.A. from the University of North Carolina at Chapel Hill, an M.B.A. from the Wharton School and an M.S. in public policy from the Eagleton Institute of Politics at Rutgers 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: statements regarding Protara’s business strategy, Protara’s development plans for its product candidates and the contribution of Ms. Smith’s experience and past achievements 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 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; 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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