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 24, 2021

Caribou Biosciences, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-40631**	**45-3728228**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2929 7th Street, Suite 105 **Berkeley, California**	**94710**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's Telephone Number, Including Area Code: (510) 982-6030

(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, $0.0001 par value per share	CRBU	NASDAQ Global Select 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 August 22, 2021, the Board of Directors (the "Board") of Caribou Biosciences, Inc., a Delaware corporation (the "Company"), increased the size of the Board from four to five directors and unanimously agreed to extend an offer to Nancy C. Whiting, Pharm. D. to serve as a Class II director of the Company, which offer Dr. Whiting accepted on August 24, 2021. Dr. Whiting was also appointed to the compensation committee of the Board (the "Compensation Committee").

In accordance with the Company's current Non-Employee Director Compensation Policy (the "Policy"), Dr. Whiting will receive cash compensation of $40,000 per year for her service on the Board. Dr. Whiting will also receive cash compensation of $5,000 for her service as a member of the Compensation Committee. Additionally, Dr. Whiting will be eligible to receive annual grants of equity awards pursuant to, and in accordance with, the Policy as in effect from time to time.

In connection with her appointment to the Board, Dr. Whiting entered into a standard indemnification agreement with the Company, in the form previously approved by the Board.

There is no arrangement or understanding between Dr. Whiting and any other persons pursuant to which she was elected as a director. In addition, Dr. Whiting is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K. There are no family relationships between Dr. Whiting and any of the Company's directors or executive officers.

Item 7.01 Regulation FD Disclosure

On August 25, 2021, the Company issued a press release announcing the appointment of Dr. Whiting to the Board. A copy of the press release is furnished herewith as Exhibit 99.1.

The information set forth under this Item 7.01, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing, unless expressly incorporated by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	**Description**
99.1	Press Release, dated August 25, 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 thereunto duly authorized.

Caribou Biosciences, Inc.

Date: August 25, 2021

By: */s/ Rachel E. Haurwitz*

Rachel E. Haurwitz
President and Chief Executive Officer

Exhibit 99.1

Caribou Biosciences Appoints Nancy Whiting, Pharm.D., to its Board of Directors

BERKELEY, CA – August 25, 2021– Caribou Biosciences, Inc. (Nasdaq: CRBU), a leading clinical-stage CRISPR genome-editing biopharmaceutical company, announced today that it has appointed Nancy Whiting, Pharm.D., to its board of directors. Dr. Whiting brings over 17 years of biotechnology industry expertise in drug and portfolio development, as well as significant strategic leadership experience.

“I am delighted to welcome Nancy to our board of directors,” said Rachel Haurwitz, Ph.D., Caribou’s president and chief executive officer. “She has significant experience in all phases of drug development and commercialization with particular expertise in oncology, which is highly relevant to Caribou as we advance our pipeline of chRDNA-edited allogeneic cell therapies for the potential treatment of a variety of hematologic malignancies and solid tumors.”

“I am excited by the prospects of Caribou’s differentiated genome-editing technology and its initial applications in off-the-shelf cell therapies that have the potential to broaden treatment options for cancer patients,” said Dr. Whiting. “I look forward to working with the Caribou team and other members of its board of directors to help build and grow the company as it develops its product candidates and brings these therapies to patients as expeditiously as possible.”

Dr. Whiting most recently served as executive vice president, Corporate Strategy, Alliances and Communication for Seagen Inc. (formerly Seattle Genetics). She held roles of increasing responsibility at the company in early- and late-stage clinical development and medical affairs, which included leading the development of all of Seagen’s late-stage assets, namely ADCETRIS, PADCEV, TUKYSA, tisotumab vedotin, and ladiratizumab vedotin. Prior to her tenure in the biopharmaceutical industry, she had a career in clinical pharmacy serving as a clinical oncology pharmacist at Seattle Cancer Care Alliance, and previously as the staff pharmacist for the Bone Marrow Transplant and Acute Leukemia department at Vancouver Hospital. She received a Pharm.D. degree from the University of Washington and a B.S. in Pharmacy from the University of British Columbia, Vancouver.

About Caribou’s Novel Next-Generation CRISPR Platform

CRISPR genome editing uses easily designed, modular biological tools to make DNA changes in living cells. There are two basic components of Type II CRISPR systems: the nuclease protein that cuts DNA and the RNA molecule(s) that guide the nuclease to generate a site-specific, double-stranded break, leading to an edit at the targeted genomic site. CRISPR systems occasionally edit unintended genomic sites, known as off-target editing, which may lead to harmful effects on cellular function and phenotype. In response to this challenge, Caribou has developed chRDNAs (pronounced “chardonnays”), RNA-DNA hybrid guides that direct substantially more precise genome editing compared to all-RNA guides. Caribou is deploying the power of the chRDNA technology to carry out high efficiency multiple edits, including multiplex gene insertions, to develop CRISPR-edited therapies.

About Caribou Biosciences, Inc.

Caribou is a clinical-stage CRISPR genome-editing biopharmaceutical company dedicated to transforming the lives of patients with devastating diseases by applying the company's proprietary chRDNA technology toward the development of next-generation, genome-edited cell therapies. The company is developing a pipeline of genome-edited, off-the-shelf CAR-T and CAR-NK cell therapies for the treatment of both hematologic malignancies and solid tumors against cell surface targets for which autologous CAR-T cell therapeutics have previously demonstrated clinical proof of concept, as well as additional emerging targets.

Forward-Looking Statements

This press release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, without limitation, statements related to Caribou's pipeline of cell therapies, potential treatments, and expectations regarding its business. Management believes that these forward-looking statements are reasonable as and when made. However, such forward-looking statements are subject to risks and uncertainties, and actual results may differ materially from any future results expressed or implied by the forward-looking statements. Risks and uncertainties include without limitation the risks inherent in drug development such as those associated with the initiation, cost, timing, progress and results of current and future research and development programs, preclinical and clinical trials, as well as other risk factors described from time to time in Caribou's filings with the Securities and Exchange Commission, including its final prospectus filed on July 23, 2021. In light of the significant uncertainties in these forward-looking statements, you should not rely upon forward-looking statements as predictions of future events. Except as required by law, Caribou undertakes no obligation to update publicly any forward-looking statements for any reason.

For more information about Caribou, visit www.cariboubio.com and follow the company @CaribouBio.

Caribou Biosciences, Inc.
Media Contact:
Greg Kelley
Ogilvy
gregory.kelley@ogilvy.com
617-461-4023

Caribou Biosciences, Inc.
Investor Relations Contact:
Elizabeth Wolffe, Ph.D., and Sylvia Wheeler
Wheelhouse LSA
lwolffe@wheelhouselsa.com
swheeler@wheelhouselsa.com