

**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): September 30, 2024

Vor Biopharma Inc.
(Exact name of registrant as specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39979
(Commission
File Number)

81-1591163
(IRS Employer
Identification No.)

**100 Cambridgepark Drive
Suite 101
Cambridge, Massachusetts**
(Address of Principal Executive Offices)

02140
(Zip Code)

Registrant's telephone number, including area code: (617) 655-6580

(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 (see General Instructions A.2. below):

- 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	VOR	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.

Appointment of Chief Financial Officer

On September 30, 2024, Vor Biopharma Inc. (the “Company”) announced that the board of directors (the “Board”) has appointed Han Choi, M.D., LL.M., as Chief Financial Officer of the Company, effective as of September 30, 2024 (the “Effective Date”).

Dr. Choi, age 54, most recently was a Principal at Oracle Investment Management, Inc., a hedge fund that specializes in healthcare investments, from 2003 to September 2024. He was responsible for sourcing, negotiating and managing investments in the pharmaceutical and biotechnology sectors and provided strategic advice to portfolio companies on clinical, corporate development, and capital market strategies. Dr. Choi received his M.D. from the Mount Sinai School of Medicine and holds law degrees from Oxford University and Harvard Law School. Dr. Choi is a licensed physician in New York State and a member of the New York State Bar.

In connection with Dr. Choi’s appointment as Chief Financial Officer, the Company entered into an offer letter agreement (the “Offer Letter”) with Dr. Choi, pursuant to which Dr. Choi will be employed by the Company on an at-will basis. The Offer Letter provides for a base salary of \$464,000 per year and a target annual bonus equal to 40% of Dr. Choi’s annual base salary based on the achievement of goals established by the Board. Dr. Choi is eligible to participate in the Company’s employee benefit plans, and he is also eligible to receive benefits pursuant to the Company’s Executive Severance and Change in Control Benefits Plan, which is described under the caption “Executive Compensation—Severance and Change in Control Benefits Plan” in the Company’s definitive proxy statement filed with the SEC on April 9, 2024, which description is incorporated herein by reference, and a copy of which is filed as Exhibit 10.15 to the Company’s Registration Statement on Form S-1/A (File No. 333-252175) filed with the Securities and Exchange Commission (“SEC”) on February 1, 2021.

The foregoing description of the Offer Letter is only a summary and is qualified in its entirety by reference to the complete terms and conditions of the Offer Letter, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarterly period ending September 30, 2024.

The Company and Dr. Choi have also entered into an Employee Confidentiality, Assignment, and Non-Solicitation Agreement, which, among other things, prohibits him from competing with the Company and soliciting the Company’s employees and customers during the term of his employment and from disclosing or using confidential information of the Company without authorization at any time. The Company also entered into an indemnification agreement with Dr. Choi in the form previously approved by the Board, which, with certain exceptions, provides for indemnification for certain expenses including, among other things, attorneys’ fees, judgments, fines and settlement amounts incurred by Dr. Choi in any action or proceeding arising out of his service as an officer of the Company.

In addition, the Board granted Dr. Choi a stock option to purchase 400,000 shares of the Company’s common stock at an exercise price equal to the closing sales price for the Company’s common stock as quoted on the Nasdaq Stock Market on the Effective Date (the “Option Grant”). One-fourth of the Option Grant will vest on the first anniversary of the Effective Date, with the remainder vesting in 36 substantially equal monthly installments at the end of each month thereafter, subject to Dr. Choi’s continuous service as of each such vesting date. The Option Grant was made pursuant to the Company’s 2023 Inducement Plan and the form of option award agreement thereunder.

There is no arrangement or understanding between Dr. Choi and any other person pursuant to which he was selected as an officer of the Company, and there is no family relationship between Dr. Choi and any of the Company’s other executive officers or directors. The Company is not aware of any transaction involving Dr. Choi requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On September 30, 2024, the Company issued a press release announcing the appointment of Dr. Choi as the Company’s Chief Financial Officer, a copy of which is attached hereto as Exhibit 99.1 to this report and incorporated herein by reference.

The information furnished 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 subject to the liability of that section, nor shall it be deemed incorporated by reference in any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such a filing, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated September 30, 2024
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.

Vor Biopharma Inc.

Date: September 30, 2024

By: /s/ Robert Ang
Robert Ang
Chief Executive Officer



**Vor Bio Appoints Seasoned Healthcare Institutional Investor,
Han Choi, M.D., LL.M., as Chief Financial Officer**

CAMBRIDGE, Mass., September 30, 2024 (GLOBE NEWSWIRE)—Vor Bio (Nasdaq: VOR), a clinical-stage cell and genome engineering company, today announced the appointment of Han Choi, M.D., LL.M., as its new Chief Financial Officer, effective immediately. Dr. Choi will join the Vor Bio leadership team and will report directly to the company’s President and Chief Executive Officer, Dr. Robert Ang.

Dr. Choi brings to Vor Bio over twenty-five years of experience in public and private investment management, business development, and corporate strategy within the pharmaceutical and biotechnology industry. His deep expertise in structuring corporate partnerships and investments, managing complex transactions, and capital markets strategy will play a critical role as Vor Bio advances its clinical pipeline and continues to expand its leadership in the field of cell and genome engineering.

“We are thrilled to welcome Han to Vor Bio,” said Dr. Robert Ang, President and Chief Executive Officer of Vor Bio. “His extensive experience in healthcare investment and strategic corporate operations, coupled with his strong financial acumen, will be invaluable as we continue to drive our mission of transforming the treatment outcomes for patients with AML and other blood cancers.”

Prior to joining Vor Bio, Dr. Choi was a Principal at Oracle Investment Management, Inc., a hedge fund that specializes in healthcare investments. For over two decades at Oracle, he was responsible for sourcing, negotiating, and managing investments in the pharmaceutical and biotechnology sectors, and provided strategic advice to portfolio companies on clinical, corporate development, and capital market strategies. Prior to joining Oracle, Dr. Choi held positions of increasing responsibility in licensing and business development at Pharmacia Corporation and Bristol-Myers Squibb Company. He received his M.D. from the Mount Sinai School of Medicine and holds law degrees from Oxford University and Harvard Law School. Dr. Choi is a licensed physician in New York State and a member of the New York State Bar.

“I am excited to join Vor Bio and contribute to the company’s growth and success,” said Dr. Choi. “Vor Bio’s novel approach to treating blood cancer has the potential to transform outcomes for patients with AML and I look forward to working with the team to achieve our strategic and financial goals so that we can make a meaningful impact on patients’ lives.”

About Vor Bio

Vor Bio is a clinical-stage cell and genome engineering company that aims to change the standard of care for patients with blood cancers by engineering hematopoietic stem cells to enable targeted therapies post-transplant. For more information, visit: www.vorbio.com.

Inducement Equity Award

In connection with his appointment as the Company’s Chief Financial Officer, the Compensation Committee of the Board of Directors granted stock options to purchase an aggregate of 400,000 shares of Vor Bio’s common stock to Dr. Choi. The foregoing stock options were granted as a material inducement to employment with Vor Bio in accordance with Nasdaq Listing Rule 5635(c)(4) and were granted under the Vor Biopharma Inc. 2023 Inducement Plan (the “Inducement Plan”).



The stock options have a ten-year term and an exercise price equal to the closing price of Vor Bio's common stock on September 30, 2024. The options will vest over a four-year period, with 25% of the shares vesting after 12 months and the remaining shares vesting monthly over the following 36 months, subject to Dr. Choi's continued employment with Vor Bio on such vesting dates. The options are subject to the terms and conditions of the Inducement Plan and the terms and conditions of an award agreement covering the grant.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. The words "aim," "anticipate," "can," "continue," "could," "design," "enable," "expect," "initiate," "intend," "may," "on-track," "ongoing," "plan," "potential," "should," "target," "update," "will," "would," and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements in this press release include Vor Bio's statements regarding the potential of its product candidates to positively impact quality of life and alter the course of disease in the patients it seeks to treat and other statements that are not historical fact. Vor Bio may not actually achieve the plans, intentions, or expectations disclosed in these forward-looking statements, and you should not place undue reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in these forward-looking statements as a result of various factors, including: uncertainties inherent in the initiation and completion of preclinical studies and clinical trials and clinical development of Vor Bio's product candidates; availability and timing of results from preclinical studies and clinical trials; whether interim results from a clinical trial will be predictive of the final results of the trial or the results of future trials; expectations for regulatory approvals to conduct trials or to market products; the success of Vor Bio's in-house manufacturing capabilities and efforts; and availability of funding sufficient for its foreseeable and unforeseeable operating expenses and capital expenditure requirements. These and other risks are described in greater detail under the caption "Risk Factors" included in Vor Bio's most recent annual or quarterly report and in other reports it has filed or may file with the Securities and Exchange Commission. Any forward-looking statements contained in this press release speak only as of the date hereof, and Vor Bio expressly disclaims any obligation to update any forward-looking statements, whether because of new information, future events or otherwise, except as may be required by law.

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