
**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): December 9, 2022

LIANBIO

(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-40947
(Commission
File Number)

98-1594670
(IRS Employer
Identification No.)

103 Carnegie Center Drive, Suite 309
Princeton, NJ
(Address of principal executive offices)

08540
(Zip Code)

(Registrant's telephone number, including area code): (609) 486-2308

Not Applicable

(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 Instruction 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
American depositary shares, each representing 1 ordinary share, \$0.000017100448 par value per share	LIAN	The 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; Compensatory Arrangements of Certain Officers.

On December 13, 2022, LianBio (the “Company”) announced that Debra Yu, the Company’s President and Chief Strategy Officer, has decided to resign from the Company, effective January 1, 2023, to pursue other business and professional interests and opportunities. A copy of the press release announcing Dr. Yu’s resignation is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein. The Company thanks Dr. Yu for her many contributions to the growth and success of the business during her tenure with the Company.

On December 13, 2022, the Company entered into a separation agreement with Dr. Yu (the “Separation Agreement”), pursuant to which Dr. Yu will be entitled to the following benefits under the Separation Agreement:

- Payment of Dr. Yu’s annual base salary for a period of twelve (12) months following January 1, 2023 and subsidized COBRA payments for up to twelve (12) months following January 1, 2023;
- Payment of an additional lump sum payment equivalent to fourteen (14) months of Dr. Yu’s base salary on or before March 31, 2023;
- With respect to that certain stock option award for 85,490 shares granted to Dr. Yu (the “Second 2021 Option Award”) and that certain award of performance-based restricted share units in respect of 17,098 Shares granted to Dr. Yu (the “RSU Award”), each of the Second 2021 Option Award and the RSU Award shall remain outstanding and eligible to vest until their original performance measurement dates, and to the extent that it becomes vested, the Second 2021 Option Award shall be exercisable until not later than the tenth (10th) anniversary of the grant date applicable to the Second 2021 Option Award; and
- With respect to the vested and unexercised portion of (A) the stock option award granted to Dr. Yu, of which options to purchase 999,947 shares remain vested and unexercised as of the date hereof, and (B) the stock option award granted to Dr. Yu, of which options to purchase 217,941 shares remain vested and unexercised as of the date hereof (collectively, the “Vested Options”), the exercise period for the Vested Options shall be extended such that the Vested Options shall be exercisable until not later than the tenth (10th) anniversary of the grant date applicable to the Vested Options.

To facilitate her transition, on December 13, 2022, the Company entered into a consulting agreement (the “Consulting Agreement”), pursuant to which Dr. Yu will be rendering consulting services to the Company from January 1, 2023 to June 30, 2023.

The foregoing description of the Separation Agreement and the Consulting Agreement does not purport to be complete and is qualified in its entirety by reference to the Separation Agreement and the Consulting Agreement, which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the period ending on December 31, 2022.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by LianBio, dated December 13, 2022
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.

LIANBIO

By: /s/ Yizhe Wang

Yizhe Wang

Chief Executive Officer

Date: December 13, 2022



LianBio Announces President and Chief Strategy Officer Departure

Shanghai and Princeton, N.J., December 13, 2022 - LianBio (Nasdaq: LIAN), a biotechnology company dedicated to bringing innovative medicines to patients in China and other major Asian markets, today announced that Debra Yu, M.D., LianBio's President and Chief Strategy Officer, has resigned from the Company, effective January 1, 2023, to pursue other business and professional interests and opportunities. To facilitate her transition, Dr. Yu entered into a consulting agreement with LianBio effective January 1, 2023, through June 30, 2023. Dr. Yu joined the Company when LianBio was first established in 2019. She has been a valued member of LianBio's executive team and an integral part of LianBio's transformation from an early-stage startup into a late clinical stage biotechnology company.

"We thank Debra for her many contributions to LianBio, and recognize the legacy she leaves behind," said Yizhe Wang, Ph.D., Chief Executive Officer of LianBio. "The LianBio team wishes her the best in all her future endeavors. Since our founding, we have made significant progress advancing our mission to bring innovative medicines to patients in China. The strong foundation Debra helped build positions LianBio well for continued success."

About LianBio

LianBio is a cross-border biotechnology company on a mission to bring transformative medicines to patients in China and other Asian markets. Through partnerships with highly innovative biopharmaceutical companies around the world, LianBio is advancing a diversified portfolio of clinically validated product candidates with the potential to drive new standards of care across cardiovascular, oncology, ophthalmology, inflammatory disease and respiratory indications. LianBio is establishing an international infrastructure to position the company as a partner of choice with a platform to provide access to China and other Asian markets. For additional information, please visit the company's website at www.lianbio.com.

Cautionary Note Regarding Forward-Looking Statements

Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute forward-looking statements. The words "expect," "approximate" 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, but are not limited to, statements concerning the Company's plans and expectations and its position for continued organizational growth. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the Company's ability to successfully initiate and conduct its planned clinical trials and complete such clinical trials and obtain results on its expected timelines, or at all; the Company's plans to leverage data generated in its partners' global registrational trials and clinical development programs to obtain regulatory approval and maximize patient reach for its product candidates; the Company's ability to identify new product candidates and successfully acquire such product candidates from third parties; competition from other biotechnology and pharmaceutical companies; general market conditions; the impact of changing laws and regulations and those risks and uncertainties described in LianBio's filings with the U.S. Securities and Exchange Commission (SEC), including LianBio's Annual Report on Form 10-K for the year ended December 31, 2021 and subsequent filings with the SEC. Any forward-looking statements contained in this press release speak only as of the date hereof, and LianBio specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise. Readers should not rely upon this information as current or accurate after its publication date.

For investor inquiries, please contact:

Elizabeth Anderson, VP Communications and Investor Relations

E: elizabeth.anderson@lianbio.com

T: (646) 655-8390

For media inquiries, please contact:

Josh Xu, Director of Communications

E: josh.xu@lianbio.com

T: +86 136 6140 8315

Katherine Smith, Evoke Canale

E: katherine.smith@evokedgroup.com

T: (619) 849-5378