

**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): May 27, 2020 (May 20, 2020)

**SPRINGWORKS THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-39044  
(Commission  
File Number)

83-4066827  
(I.R.S. Employer  
Identification No.)

100 Washington Blvd  
Stamford, CT 06902  
(Address of principal executive offices, including zip code)

(203) 883-9490  
(Registrant's telephone number, including area code)

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:

- 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 \$0.0001 per share	SWTX	The 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 New Director**

On May 20, 2020, upon the recommendation of its Nominating and Corporate Governance Committee, the Board of Directors (the “Board”) of SpringWorks Therapeutics, Inc. (the “Company”) appointed Julie Hambleton to join the Board, effective as of May 20, 2020. The Board determined that Dr. Hambleton is independent under the listing standards of Nasdaq and the Company’s corporate governance guidelines. Dr. Hambleton will serve as a Class III director with a term expiring at the annual meeting of stockholders to be held in 2022. Dr. Hambleton was not appointed to serve on any committees of the Board at this time.

As a non-employee director, Dr. Hambleton will receive cash compensation and an equity award for her Board service in accordance with the Company’s non-employee director compensation policy. In connection with her appointment, Dr. Hambleton received an initial equity grant of options to purchase up to 14,668 shares of the Company’s common stock having an exercise price of \$38.03, the closing market price of the Company’s common stock on the Nasdaq Global Select Market on May 20, 2020.

Dr. Hambleton is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Dr. Hambleton and any other persons pursuant to which she was selected as a director. In addition, Dr. Hambleton will enter into an indemnification agreement with the Company consistent with the form of indemnification agreement entered into between the Company and its existing non-employee directors.

On May 26, 2020, the Company issued a press release announcing the appointment of Dr. Hambleton to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 20, 2020, the Board approved an amendment to the Company’s Amended and Restated By-laws (the “By-laws Amendment”). The By-laws Amendment amends and restates Section 8 of Article VI to designate the United States District Court for the District of Connecticut as the exclusive jurisdiction for any litigation arising under the Securities Act of 1933, as amended. The Board approved this By-laws Amendment in order to reduce any potential expenses that the Company may incur in connection with certain actions or proceedings if the Company were required to defend any such potential actions or proceedings in multiple jurisdictions and in parallel proceedings in federal and state courts simultaneously.

The foregoing summary and description of the provisions of the By-laws Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the By-laws Amendment, a copy of which is filed as Exhibit 3.1 with this Current Report on Form 8-K and is incorporated herein by reference.

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

On May 20, 2020, the Company held its annual meeting of stockholders to consider and vote on the proposals set forth below each of which is described in greater detail in the Company's definitive proxy statement filed with the U.S. Securities and Exchange Commission on April 2, 2020. The final voting results are set forth below.

**Proposal 1 – Election of Directors**

The stockholders elected each of the two persons named below to serve as a Class I director of the Company for a three-year term that expires at the Company's annual meeting of stockholders in 2023 and until his successor has been duly elected and qualified, subject to his earlier death, resignation or removal. The results of such vote were as follows:

<b>Director Name</b>	<b>Votes For</b>	<b>Withheld</b>	<b>Abstentions/Non-Votes</b>
Saqib Islam, J.D.	31,299,787	2,390,062	1,335,356
Stephen Squinto, Ph.D.	30,121,859	3,567,990	1,335,356

**Proposal 2 – Ratification of Appointment of Independent Registered Public Accounting Firm**

The stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020. The results of such vote were as follows:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions/Non-Votes</b>
35,006,432	15,707	3,066

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

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">By-laws Amendment</a>
<a href="#">99.1</a>	<a href="#">Press Release issued by SpringWorks Therapeutics, Inc. on May 26, 2020</a>

**SIGNATURE**

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.

SpringWorks Therapeutics, Inc.

Date: May 27, 2020

By: /s/ Francis I. Perier, Jr.

Francis I. Perier, Jr.  
Chief Financial Officer

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**AMENDMENT TO THE  
AMENDED AND RESTATED  
BY-LAWS  
OF  
SPRINGWORKS THERAPEUTICS, INC.**

(the "Corporation")

Section 8 of Article VI of the Amended and Restated By-laws of the Corporation (the "By-laws"), is hereby amended and restated in its entirety to read as follows:

"SECTION 8. Exclusive Jurisdiction of Delaware Courts or the United States District Court for the District of Connecticut. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for state law claims for (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or the Corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law or the Certificate or By-laws, (iv) any action to interpret, apply, enforce or determine the validity of the Certificate or By-laws, or (v) any action asserting a claim against the Corporation governed by the internal affairs doctrine (the "Delaware Forum Provision"). The Delaware Forum Provision shall not apply to any claims arising under the Exchange Act or the Securities Act of 1933, as amended (the "Securities Act"). In addition, unless the Corporation consents in writing to the selection of an alternative forum, the United States District Court for the District of Connecticut shall be the sole and exclusive forum for resolving any action asserting a claim arising under the Securities Act. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Section 8.

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### SpringWorks Therapeutics Appoints Julie Hambleton, M.D. to its Board of Directors

**Stamford, Conn., May 26, 2020**– SpringWorks Therapeutics, Inc. (Nasdaq: SWTX), a clinical-stage biopharmaceutical company focused on developing life-changing medicines for patients with severe rare diseases and cancer, today announced the appointment of Julie Hambleton, M.D. to the Company’s Board of Directors.

“We are delighted to welcome Julie to the SpringWorks Board of Directors. She is a leading oncology drug developer whose experience will further strengthen our board and provide valuable insight as we advance our diversified pipeline of targeted oncology programs in rare oncology indications, multiple myeloma and metastatic solid tumors,” said Saqib Islam, Chief Executive Officer of SpringWorks Therapeutics.

Dr. Hambleton, M.D. added, “I am impressed by the breadth and quality of targeted oncology programs that SpringWorks is advancing both as a monotherapy for patients with rare diseases, and as combination therapies for patients with highly prevalent cancers. SpringWorks has built leading drug development capabilities and has already demonstrated strong execution across their portfolio. I look forward to working with the team and sharing my experience to guide the current and future development programs.”

Julie Hambleton, M.D. is a senior biotechnology executive with over 20 years of experience in clinical drug development from pre-clinical through Phase 4 and post-marketing studies. She has extensive experience working with regulatory agencies, including the U.S. FDA and the European Medicines Agency (EMA), and in filings of Investigational New Drug Applications (INDs), Biologics License Applications (BLAs), and Special Protocol Assessments (SPAs). Dr. Hambleton served as Senior Vice President, Chief Medical Officer, Head of Development at IDEAYA Biosciences, an oncology medicine company, until her retirement on April 30, 2020. Previously, she was Vice President, Head of U.S. Medical at Bristol-Myers Squibb, overseeing Medical & Health Economic and Outcomes Research activities in support of the Oncology, Immuno-Oncology, Specialty and Cardiovascular marketed portfolios. Previously, she served as Executive Vice President and Chief Medical Officer at Five Prime Therapeutics and Vice President, Clinical Development, at Clovis Oncology. Dr. Hambleton began her industry career at Genentech, most recently as Group Medical Director, Global Clinical Development, leading a cross-functional group conducting Phase 2 and 3 trials of Avastin<sup>®</sup>. Dr. Hambleton also serves on the board of directors of IGM Biosciences, Inc., a publicly traded biotechnology company, and of Arch Oncology, a privately-held biotechnology company.

Dr. Hambleton completed her medical and hematology-oncology training at the University California, San Francisco, where she then served on faculty from 1993 to 2003. She received a B.S. from Duke University, and M.D. from Case Western Reserve University School of Medicine and was Board-certified in Hematology and Internal Medicine.

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## **About SpringWorks Therapeutics**

SpringWorks is a clinical-stage biopharmaceutical company applying a precision medicine approach to acquiring, developing and commercializing life-changing medicines for underserved patient populations suffering from devastating rare diseases and cancer. SpringWorks has a differentiated portfolio of small molecule targeted oncology product candidates and is advancing two potentially registrational clinical trials in rare tumor types, as well as several other programs addressing highly prevalent, genetically defined cancers. SpringWorks' strategic approach and operational excellence in clinical development have enabled it to rapidly advance its two lead product candidates into late-stage clinical trials while simultaneously entering into multiple shared-value partnerships with industry leaders to expand its portfolio. For more information, please visit [www.springworkstx.com](http://www.springworkstx.com). Follow SpringWorks Therapeutics on social media: @SpringWorksTx and LinkedIn.

## **SpringWorks Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding SpringWorks' clinical trials and its strategy, business plans and focus. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this press release are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, those related to SpringWorks' financial results, the timing for completion of SpringWorks' clinical trials of its product candidates, whether and when, if at all, SpringWorks' product candidates will receive approval from the U.S. Food and Drug Administration, or FDA, or other foreign regulatory authorities, uncertainties and assumptions regarding the impact of the COVID-19 pandemic on SpringWorks' business, operations, clinical trials, supply chain, strategy, goals and anticipated timelines, competition from other biopharmaceutical companies, and other risks identified in the section entitled "Risk Factors" in Item 1A of Part II of SpringWorks' Quarterly Report on Form 10-Q for the quarter ended March 31, 2020, as well as discussions of potential risks, uncertainties and other important factors in SpringWorks' subsequent filings with the Securities and Exchange Commission. SpringWorks cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. SpringWorks disclaims any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements. Any forward-looking statements contained in this press release represent SpringWorks' views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date.

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## **SpringWorks Media/Investor Contact:**

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