

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): June 2, 2021

IONIS PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-19125
(Commission File No.)

33-0336973
(IRS Employer Identification No.)

2855 Gazelle Court
Carlsbad, CA 92010
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (760) 931-9200

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	Name of each exchange on which registered
Common Stock, \$.001 Par Value	"IONS"	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 240.12b-2 of this chapter).

company Emerging growth

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.

(d) Appointment of Allene M. Diaz to the Board of Directors

On June 2, 2021, the Board of Directors (“**Board**”) of Ionis Pharmaceuticals, Inc. (the “**Company**”) appointed Allene M. Diaz as a member of the Company’s Board effective June 3, 2021. Ms. Diaz will also serve on the Company’s Compliance Committee.

Ms. Diaz has led AMD Consulting, a new product strategy and portfolio management consulting practice, since 2020 and currently serves as Senior Consultant to Xilio Therapeutics. Previously, Ms. Diaz served in senior executive positions at GlaxoSmithKline and TESARO. Prior to that she held a variety of commercial leadership roles in the EMD Serono and Merck Serono divisions of Merck KGaA.

There are no arrangements or understandings between Ms. Diaz and any other persons pursuant to which Ms. Diaz was appointed as a director of the Company.

Ms. Diaz will receive the standard compensation that the Company provides to its non-employee directors consisting of cash compensation and automatic equity grants as set forth in the Company’s Board Compensation Policy filed as an exhibit to the Company’s Quarterly Report on Form 10-Q filed on May 5, 2021, as amended from time to time.

In addition, Ms. Diaz will enter into the Company’s standard form of indemnity agreement.

A copy of the press release announcing the appointment of Ms. Diaz is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

The Company held its virtual Annual Meeting of Stockholders on June 2, 2021. The stockholders considered four proposals, each of which is described in more detail in the Company’s definitive proxy statement dated April 23, 2021.

Proposal 1: Election of directors to hold office until the 2024 Annual Meeting:

	<u>FOR</u>	<u>WITHHELD</u>	<u>BROKER NON-VOTES</u>
Brett Monia	105,486,967	9,788,827	11,364,138
Frederick Muto	62,824,930	52,450,864	11,364,138
Peter Reikes	103,563,764	11,712,030	11,364,138

The Company’s stockholders elected the foregoing candidates by affirmative votes by a majority of the votes of the shares represented in person or by proxy at the meeting and entitled to vote in the election of directors.

Proposal 2: Approve an amendment of the Ionis Pharmaceuticals, Inc. 2011 Equity Incentive Plan:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
99,462,636	15,689,495	123,663	11,364,138

The Company's stockholders approved the foregoing proposal.

Proposal 3: Approval, on an advisory basis, of the compensation paid to the Company's executive officers, including the following resolution:

“RESOLVED, that Ionis’ stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in this Proxy Statement for the 2021 Annual Meeting of Stockholders pursuant to the compensation disclosure rules of the Securities and Exchange Commission.”

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
103,175,839	11,890,249	209,706	11,364,138

The Company's stockholders approved the foregoing proposal.

Proposal 4: Ratify the Audit Committee's selection of Ernst & Young LLP as independent auditors for the 2021 fiscal year:

<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	<u>BROKER NON-VOTES</u>
124,715,229	1,834,317	90,386	0

The Company's stockholders approved the foregoing proposal.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated June 2, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IONIS PHARMACEUTICALS, INC.

Dated: June 4, 2021

By: /s/ Patrick R. O'Neil

PATRICK R. O'NEIL

Executive Vice President, Legal, General Counsel and Chief Compliance Officer



Ionis announces changes to its board of directors at annual meeting of stockholders

- *Joseph Loscalzo, M.D., Ph.D., appointed chairman of the board*
- *Ionis founder and Executive Chairman Stanley T. Crooke, M.D., Ph.D., retires from the board*
- *Breaux B. Castleman retires from the board*
- *Allene M. Diaz appointed to the board*

CARLSBAD, Calif., June 2, 2021 – Ionis Pharmaceuticals, Inc. (NASDAQ: IONS) today announced changes to its board of directors. Joseph Loscalzo, M.D., Ph.D., has been appointed chairman of the board and Allene M. Diaz has been appointed to the board. As previously announced, Ionis founder and Executive Chairman Stanley T. Crooke, M.D., Ph.D., has retired from the board. Breaux B. Castleman has also retired from the board.

Dr. Loscalzo has been on the Ionis board since February 2014, serving on the Nominating, Governance and Review and Science/Medical committees. He is currently Hersey Professor of the Theory and Practice of Medicine, Harvard Medical School and chairman, Department of Medicine and physician-in-chief, Brigham and Women’s Hospital. He received his A.B. degree, *summa cum laude*, his Ph.D. in biochemistry and his M.D. from the University of Pennsylvania. An outstanding cardiovascular scientist, clinician and teacher, he is the recipient of many awards, including the Clinician-Scientist Award, the Distinguished Scientist Award, the Research Achievement Award and the Paul Dudley White Award from the American Heart Association. Dr. Loscalzo is editor-in-chief of *Circulation*, the journal of the American Heart Association, a senior editor of Harrison’s Principles of Internal Medicine, a member of the Advisory Council of the National Heart, Lung and Blood Institute and a member of the Council of Councils of the National Institutes of Health. He has authored more than 1,100 peer-reviewed articles and holds 32 patents for his work in the field of nitric oxide and redox biology. Dr. Loscalzo also serves on the board of directors of Leap Therapeutics, Inc.

Dr. Loscalzo assumes leadership of the board from Dr. Crooke. In December 2020, the company announced that after pioneering RNA-targeted therapeutics and leading the company for more than 30 years, Dr. Crooke would step down as executive chairman to focus on his scientific interests and the nonprofit organization he founded, the n-Lorem Foundation. Dr. Crooke will continue to serve as a scientific advisor to Ionis, including providing advice regarding Ionis' research and development programs and guiding the core antisense research group he founded at Ionis.

Dr. Loscalzo commented, "I am deeply honored that the Ionis board has entrusted me with the responsibility of serving as its chairman. Brett and his executive leadership team have set a bold and exciting agenda to expand the company's pioneering technology and deliver many more novel RNA-targeted therapies for patients in need. I am thrilled to be a part of this important and noble endeavor."

Ms. Diaz founded AMD Consulting, a new product strategy and portfolio management consulting practice, in 2020 and currently serves as senior advisor to Xilio Therapeutics. Previously, Ms. Diaz served in senior executive roles at GlaxoSmithKline and TESARO. Prior to that she held a variety of commercial leadership positions in the EMD Serono and Merck Serono divisions of Merck KGaA. Earlier in her career, Ms. Diaz held management and operating roles in new product planning, portfolio management, marketing, sales and medical affairs at Pfizer, Biogen, Amylin, Parke-Davis and Cancervax. She has contributed to the development, launch and/or commercialization of multiple transformative products across several therapeutic areas. Ms. Diaz serves on the boards of directors of Mersana Therapeutics, Allena Pharmaceuticals, and BCLS Acquisition Corp.

"I'm delighted to join the Ionis board of directors and look forward to lending my expertise in product strategy and global commercialization to the company as it prepares to deliver 12-plus novel therapies to market by 2026," said Ms. Diaz.

Mr. Castleman, president and chief executive officer of Syntiro Healthcare Services, Inc., served on the Ionis board since 2013 and was a member of the Audit committee. Since January 2008, Mr. Castleman has been a senior advisor of McNally Capital, LLC, a private equity and merchant banking firm focused on investments in private equity, both direct to companies and through private equity partnerships.

"These are exciting times for Ionis, and I can't think of a person better qualified to assume the role of chairman of our board than Joe. His exceptional leadership and experience as one of the nation's leading cardiologists have served the company well. As chairman, I believe Joe's innovative and strategic thinking will be instrumental to our success as we execute an ambitious strategy to expand Ionis' leadership in RNA-targeted therapeutics," said Brett P. Monia, Ph.D., chief executive officer of Ionis. "I'm equally pleased that Allene has agreed to join our board. Her extensive background in the biopharmaceutical industry and accomplishments as a commercial leader and strategist will serve the company well as we execute on our plans for commercialization. I also want to thank Breaux for his years of board service, particularly his valuable contributions as a member of the Audit committee. And, of course, all of us at Ionis are grateful for Stan's incredible vision and leadership during his more than 30-year tenure at Ionis."

About Ionis Pharmaceuticals, Inc.

For more than 30 years, Ionis has been the leader in RNA-targeted therapy, pioneering new markets and changing standards of care with its novel antisense technology. Ionis currently has three marketed medicines and a premier late-stage pipeline highlighted by industry-leading neurological and cardiometabolic franchises. Our scientific innovation began and continues with the knowledge that sick people depend on us, which fuels our vision of becoming one of the most successful biotechnology companies.

To learn more about Ionis visit www.ionispharma.com and follow us on twitter @ionispharma.

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