

**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): January 6, 2023 (January 5, 2023)

Anylam Pharmaceuticals, Inc.

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36407
(Commission
File Number)

77-0602661
(IRS Employer
Identification No.)

**675 West Kendall Street,
Henri A. Termeer Square
Cambridge, Massachusetts**
(Address of Principal Executive Offices)

02142
(Zip Code)

Registrant's telephone number, including area code: (617) 551-8200

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
Common Stock, \$0.01 par value per share	ALNY	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 (§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.

Effective as of January 5, 2023, the Board of Directors (the “Board”) of Alnylam Pharmaceuticals, Inc. (the “Company”), following the recommendation of its Nominating and Corporate Governance Committee, expanded the size of the Company’s Board from eleven to twelve and elected Dr. Carolyn R. Bertozzi to fill the newly created vacancy. Dr. Bertozzi will serve as a Class III director with a term expiring at the annual meeting of stockholders to be held in 2025.

As a non-employee director, Dr. Bertozzi will receive an annual cash fee of \$55,000. In addition, in connection with her election to the Board, on January 5, 2023, Dr. Bertozzi received a stock option to purchase 4,268 shares of the Company’s common stock, having an aggregate grant date fair value equal to \$600,000.00 (rounded to the nearest share) using the Company’s then current Black-Scholes valuation model, vesting ratably in three annual installments beginning on the one-year anniversary of the grant date, with an exercise price of \$225.68 per share. Beginning in the sixth month following her election, Dr. Bertozzi will be eligible to receive an annual stock option award, in an amount determined by the Board upon recommendation of the People, Culture and Compensation Committee (currently such number of shares of the Company’s common stock with an aggregate grant date fair value equal to \$400,000.00 (rounded to the nearest share) using the Company’s then current Black-Scholes valuation model per the Company’s compensation policy for non-employee directors), vesting in full on the one-year anniversary of the grant date, with an exercise price equal to the fair market value of the Company’s common stock on the date of grant. The Company will also reimburse Dr. Bertozzi for reasonable travel and other related expenses incurred in connection with her service on the Board.

In addition, Dr. Bertozzi entered into an indemnification agreement with the Company consistent with the form of the existing indemnification agreement entered into between the Company and its non-employee directors.

Item 8.01. Other Events.

On January 5, 2023, the Company issued a press release announcing the election of Dr. Bertozzi. Included in such release, the Company also announced that, effective January 5, 2023, Michael W. Bonney, the Executive Chair of the Board, transitioned from the role of Executive Chair to serve as a director on the Board and that Amy W. Schulman, the Lead Independent Director, has been appointed by the Board to serve as Chair of the Board.

A copy of this press release is furnished as Exhibit 99.1 to this Report on Form 8-K. The information in this Item 8.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits shall be deemed to be furnished, and not filed:

- 99.1 [Press Release dated January 5, 2023.](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Date: January 6, 2023

ALNYLAM PHARMACEUTICALS, INC.

By: /s/ Jeffrey V. Poulton

Jeffrey V. Poulton

Executive Vice President, Chief Financial Officer

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Alnylam Announces Updates to its Board of Directors

- Appoints Carolyn Bertozzi, Ph.D., Nobel Laureate and Leading Voice for Chemical Biology, Emerging Technology, and Life Sciences Companies –

- Michael W. Bonney Steps Down as Executive Chair and Continues on Board as Non-Independent Director —

- Amy W. Schulman will Assume Role of Chair of the Board —

CAMBRIDGE, Mass. – **January 5, 2023** —Alnylam Pharmaceuticals, Inc. (Nasdaq: ALNY) the leading RNAi therapeutics company, today announces appointment of Carolyn Bertozzi, Ph.D. a Nobel Laureate to the Board. Dr. Bertozzi is known for her work in chemical biology. She is a pioneer for emerging technology and has founded ten biopharmaceutical companies and guided more than a dozen academic and professional organizations and life sciences companies in leadership and board positions.

Alnylam also announced today that Board member and Lead Independent Director Amy W. Schulman, will assume the role of Chair of the Board from Michael W. Bonney, who will continue on the Board as a non-independent director. Mr. Bonney will be stepping down from his interim role as Executive Chair where he was focused on integrating the ethics and compliance function at Alnylam, a role he assumed for just over a year during which the company appointed a new Chief Ethics and Compliance Officer.

“We are thrilled to have Dr. Bertozzi’s perspectives on the Board as Alnylam nears key milestones in our P⁵x25 strategy. Dr. Bertozzi’s technical and leadership expertise will help Alnylam in our goal to serve more patients than ever before,” said Yvonne Greenstreet, MBChB, Chief Executive Officer of Alnylam. “We would like to thank Mr. Bonney for his contributions as Executive Chair while overseeing the continued strengthening of our compliance function at Alnylam. We look forward to continued contributions from both Mr. Bonney as non-independent Director and Ms. Schulman in her new Chair role.”

“I am honored to support Alnylam’s ambitions to build a top-tier biopharmaceutical company based on the tremendous potential of RNAi therapeutics,” said Carolyn Bertozzi, Ph.D. “Alnylam has gained momentum launching new therapies and maximizing its pipeline based on proven technology, and I am looking forward to working with this esteemed team to help more people in need.”

Dr. Bertozzi is well-regarded as the founder of the bioorthogonal chemistry field and has co-founded multiple biopharmaceutical companies including Palleon Pharmaceuticals, InterVenn Bio, Grace Science and Lycia Therapeutics. Dr. Bertozzi currently serves on the scientific advisory boards of Rayze Bio, Spotlight Therapeutics, and Ambigon Therapeutics, among others. Dr. Bertozzi also serves as the Baker Family Director of Stanford University's Sarafan ChEM-H Institute, and as the Anne T. and Robert M. Bass Professor of Chemistry in the Stanford School of Humanities and Sciences. She is an investigator at the Howard Hughes Medical Institute, and a member of several venerable organizations, including the National Academy of Sciences, National Academy of Medicine and National Academy of Inventors, as well as the Royal Society (UK), Accademia Nazionale dei Lincei and the German Academy of Sciences Leopoldina.

Dr. Bertozzi has been recognized with many distinctions, including a MacArthur Fellowship, the Lemelson-MIT Prize, the Welch Award in Chemistry, the Heineken Prize for Biochemistry and Biophysics, and the Wolf Prize in Chemistry. She has also been the Editor-in-Chief of *ACS Central Science* since 2014.

Mr. Bonney was appointed as Executive Chair of Alnylam in August 2021, having been elected to Alnylam's Board of Directors in 2014. His experience leading the development and growth of successful, commercial-stage biopharmaceutical companies has helped Alnylam during a time of significant growth, and as the company sought to further strengthen its ethics and compliance function and integration with the business. During Mr. Bonney's tenure in this role, he oversaw the appointment of Piyush Sharma, JD, as Alnylam's new Chief Ethics and Compliance Officer.

Ms. Schulman was elected to the Alnylam Board of Directors in 2014. She is currently Managing Partner, Polaris Partners; Co-founder, Executive Chair, and former Chief Executive Officer of Lyndra Therapeutics; member of the Board of Directors of SQZ Biotech; and Senior Lecturer at Harvard Business School. Ms. Schulman sits on the board of Mount Sinai Hospital in New York.

About Alnylam Pharmaceuticals

Alnylam (Nasdaq: ALNY) has led the translation of RNA interference (RNAi) into a whole new class of innovative medicines with the potential to transform the lives of people afflicted with rare and prevalent diseases with unmet need. Based on Nobel Prize-winning science, RNAi therapeutics represent a powerful, clinically validated approach yielding transformative medicines. Since its founding 20 years ago, Alnylam has led the RNAi Revolution and continues to deliver on a bold vision to turn scientific possibility into reality. Alnylam's commercial RNAi therapeutic products are ONPATRO® (patisiran), GIVLAARI® (givosiran), OXLUMO® (lumasiran), AMVUTTRA™ (vutrisiran), and Leqvio® (inclisiran) which is being developed and commercialized by Alnylam's partner, Novartis. Alnylam has a deep pipeline of investigational medicines, including multiple product candidates that are in late-stage development. Alnylam is executing on its "Alnylam P5x25" strategy to deliver transformative medicines in both rare and common diseases benefiting patients around the world through sustainable innovation and exceptional financial performance, resulting in a leading biotech profile. Alnylam is headquartered in Cambridge, MA. For more information about our people, science and pipeline, please visit www.alnylam.com and engage with us on Twitter at @Alnylam, on LinkedIn, or on Instagram.

Alnylam Forward Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than historical statements of fact regarding Alnylam's expectations, beliefs, goals, plans or prospects including, without limitation expectations regarding, Alnylam's aspiration to become a leading biotech company and the planned achievement of its "Alnylam P5x25" strategy, the potential for Alnylam to identify new potential drug development candidates and advance its research and development programs, Alnylam's ability to obtain approval for new commercial products or additional indications for its existing products, and Alnylam's projected commercial and financial performance should be considered forward-looking statements. Actual results and future plans may differ materially from those indicated by these forward-looking statements as a result of various important risks, uncertainties and other factors, including, without limitation: the direct or indirect impact of the COVID-19 global pandemic or any future pandemic on Alnylam's business, results of operations and financial condition and the effectiveness or timeliness of Alnylam's efforts to mitigate the impact of the pandemic; the potential impact of the January 2022 leadership transition on Alnylam's ability to attract and retain talent and to successfully execute on its "Alnylam P5x25" strategy; Alnylam's ability to discover and develop novel drug candidates and delivery approaches, including using Alnylam's IKARIA and GEMINI platforms, and successfully demonstrate the efficacy and safety of its product candidates; the pre-clinical and clinical results for its product candidates, including ALN-APP, patisiran and vutrisiran; actions or advice of regulatory agencies and Alnylam's ability to obtain and maintain regulatory approval for its product candidates, including patisiran and vutrisiran, as well as favorable pricing and reimbursement; successfully launching, marketing and selling its approved products globally; delays, interruptions or failures in the manufacture and supply of its product candidates or its marketed products; obtaining, maintaining and protecting intellectual property; Alnylam's ability to successfully expand the indication for ONPATRO or AMVUTTRA in the future; Alnylam's ability to manage its growth and operating expenses through disciplined investment in operations and its ability to achieve a self-sustainable financial profile in the future without the need for future equity financing; Alnylam's ability to maintain strategic business collaborations; Alnylam's dependence on third parties for the development and commercialization of certain products, including Novartis, Sanofi, Regeneron and Vir; the outcome of litigation; the potential impact of a current government investigation and the risk of future government investigations; and unexpected expenditures; as well as those risks more fully discussed in the "Risk Factors" filed with Alnylam's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) and in its other SEC filings. In addition, any forward-looking statements represent Alnylam's views only as of today and should not be relied upon as representing its views as of any subsequent date. Alnylam explicitly disclaims any obligation, except to the extent required by law, to update any forward-looking statements.