

**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): July 27, 2022

VIGIL NEUROSCIENCE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41200
(Commission
File Number)

85-1880494
(I.R.S. Employer
Identification No.)

Vigil Neuroscience, Inc.
1 Broadway, 7th Floor, Suite 07-300
Cambridge, Massachusetts, 02142
(Address of principal executive offices, including zip code)

(857) 254-4445
(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	Trade Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	VIGL	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 Suzanne Bruhn, Ph.D. to the Board of Directors

On July 27, 2022, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Vigil Neuroscience, Inc. (the “Company”), the Board appointed Suzanne Bruhn, Ph.D. to the Board, effective as of July 27, 2022 (the “Effective Date”). Dr. Bruhn will serve as a Class III director until her term expires at the 2024 annual meeting of stockholders at which time she will stand for election by the Company’s stockholders. The Board determined that Dr. Bruhn is independent under the listing standards of the Nasdaq Stock Market.

Dr. Bruhn has more than 20 years of biopharmaceutical experience and a proven track record in developing and commercializing therapies for the treatment of serious diseases with significant unmet need. She is currently President and Chief Executive Officer of Tiaki Therapeutics. Prior to that, she served as President and Chief Executive Officer at Proclara Biosciences, where she led the clinical-stage company’s evolution into orphan diseases, and served as President and Chief Executive Officer at Promedior, which was acquired by Bristol Myers Squibb. Previously, Dr. Bruhn held multiple leadership roles in global regulatory affairs, strategic planning, and program management at Shire Human Genetic Therapies (formerly Transkaryotic Therapies) and Cytotherapeutics. Dr. Bruhn currently serves on the Board of Directors of Pliant Therapeutics (NASDAQ: PLRX) and Traverre Therapeutics (NASDAQ: TVTX). Dr. Bruhn previously served on the Boards of Directors of Aeglea Biotherapeutics (NASDAQ: AGLE) from February 2017 to August 2020, Avalo Therapeutics (NASDAQ: AVTX) from April 2020 to November 2021, Novelion Therapeutics (NASDAQ: NVLN) from October 2017 to January 2020, and Raptor Pharmaceuticals (NASDAQ: RPTP) from April 2011 to October 2016. She holds a Bachelor of Science with distinction in chemistry from Iowa State University of Science and Technology, a Ph.D. in chemistry from Massachusetts Institute of Technology and was a postdoctoral research fellow in the Department of Genetics at Harvard Medical School.

As a non-employee director, Dr. Bruhn will receive cash compensation for her Board service in accordance with the Company’s Non-Employee Director Compensation Policy (the “Compensation Policy”). In addition, under the Compensation Policy, upon her election as a director on July 27, 2022, Dr. Bruhn was granted an option to purchase 24,310 shares of the Company’s common stock at an exercise price per share of \$6.93. This option shall vest in equal monthly installments over three years from the date of grant, provided, however, that all vesting shall cease if the director ceases to have a service relationship, unless the Board determines that the circumstances warrant continuation of vesting. Dr. Bruhn 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. Bruhn and any other persons pursuant to which she was selected as a director. At the time of this disclosure, Dr. Bruhn was not named to any committees of the Board, and no committee assignments are contemplated at this time. In addition, Dr. Bruhn 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, a copy of which was filed as Exhibit 10.4 to the Company’s Registration Statement on Form S-1 (File No. 333-261230) filed with the Securities and Exchange Commission on January 3, 2022. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Dr. Bruhn for some expenses, including attorneys’ fees, judgments, fines and settlement amounts respectively incurred by her in any action or proceeding arising out of her respective service as one of our directors.

Item 7.01 Regulation FD Disclosure.

On July 28, 2022, the Company issued a press release titled “Vigil Neuroscience Strengthens Board of Directors with Appointment of Suzanne Bruhn, Ph.D.”, where it announced the appointment of Dr. Bruhn to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information under this Item 7.01, including Exhibit 99.1 hereto, is being furnished herewith and shall not be deemed “filed” for the 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 such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated July 28, 2022
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.

Vigil Neuroscience, Inc.

Date: July 28, 2022

By: /s/ Ivana Magovčević-Liebisch
Ivana Magovčević-Liebisch
President and Chief Executive Officer

Vigil Neuroscience Strengthens Board of Directors with Appointment of Suzanne Bruhn, Ph.D.

CAMBRIDGE, Mass. – July 28, 2022 – Vigil Neuroscience, Inc. (Nasdaq: VIGL), a clinical-stage biotechnology company committed to harnessing the power of microglia for the treatment of neurodegenerative diseases, today announced the appointment of Suzanne Bruhn, Ph.D. to its Board of Directors.

“We are excited to have such a well-respected industry leader with over 20 years of executive leadership experience in the biopharmaceutical industry join our Board of Directors,” said Ivana Magovčević-Liebisch Ph.D., J.D., President and Chief Executive Officer of Vigil. “Sue’s deep operational and global regulatory experience as well as her extensive knowledge of the rare disease and neuroscience space will be instrumental as we continue to develop treatments for patients with rare and common neurodegenerative diseases.”

“Throughout my career, I have been drawn to unique targets such as microglia that have the potential to transform treatments for rare and underserved diseases. Vigil’s patient-centered approach to developing microglia-targeted therapeutics aligns with this vision as well as my background,” Dr. Bruhn said. “I feel privileged to join the high-performing team at Vigil and join them in their mission to improve the lives of patients with neurodegenerative diseases, which remain an area of significant unmet need.”

Dr. Bruhn has more than 20 years of biopharmaceutical experience and a proven track record in developing and commercializing therapies for the treatment of serious diseases with significant unmet need. She is currently President and Chief Executive Officer of Tiaki Therapeutics. Prior to that, she served as President and Chief Executive Officer at Proclara Biosciences, where she led the clinical-stage company’s evolution into orphan diseases, and served as President and Chief Executive Officer at Promedior, which was acquired by Bristol Myers Squibb. Previously, Dr. Bruhn held multiple leadership roles in global regulatory affairs, strategic planning, and program management at Shire Human Genetic Therapies (formerly Transkaryotic Therapies) and Cytotherapeutics. Dr. Bruhn currently serves on the Board of Directors of Pliant Therapeutics and Traverre Therapeutics. She holds a Bachelor of Science with distinction in chemistry from Iowa State University of Science and Technology, a Ph.D. in chemistry from Massachusetts Institute of Technology and was a postdoctoral research fellow in the Department of Genetics at Harvard Medical School.

About Vigil Neuroscience

Vigil Neuroscience is a microglia-focused therapeutics company focused on developing treatments for both rare and common neurodegenerative diseases by restoring the vigilance of microglia, the sentinel immune cells of the brain. We are utilizing the tools of modern neuroscience drug development across multiple therapeutic modalities in our efforts to develop precision-based therapies to improve the lives of patients and their families.

Forward-Looking Statements

This press release includes certain disclosures that contain “forward-looking statements” that are made pursuant to the safe harbor provisions of the federal securities laws, including, without limitation, the expected contributions of Dr. Bruhn, and statements regarding Vigil’s strategy, business plans and focus and the progress and timing of the preclinical and clinical development of Vigil’s programs and other pipeline candidates. Forward-looking statements are based on Vigil’s current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Factors that could cause actual results to differ include, but are not limited to, risks and uncertainties related to uncertainties inherent in the identification and development of product candidates, including the conduct of research activities and the initiation and completion of preclinical studies and clinical trials; uncertainties as to the availability and timing of results and data from preclinical and clinical studies; the timing of the Company’s ability to submit and obtain regulatory clearance for investigational new drug applications and initiate additional clinical trials; whether results from preclinical studies will be predictive of the results of later preclinical studies and clinical trials; the Company’s ability to initiate and complete its current and expected clinical trials and its ability to work with the FDA to successfully remove the partial clinical hold; whether Vigil’s cash resources will be sufficient to fund its foreseeable and unforeseeable operating expenses and capital expenditure requirements; uncertainties associated with the impact of the COVID-19 pandemic on its business and operations; as well as the risks and uncertainties identified in the Company’s filings with the Securities and Exchange Commission (SEC), including Vigil’s IPO registration statement, its Annual Report on Form 10-K for the year ended December 31, 2021, its Quarterly Report on Form 10-Q for the three months ended March 31, 2022 and in any subsequent filings it may make with the SEC, including its Quarterly Report on Form 10-Q for the three months ended June 30, 2022. Forward-looking statements contained in this announcement are made as of this date, and Vigil undertakes no duty to update such information except as required under applicable law. Readers should not rely upon the information on this page as current or accurate after its publication date.

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