

**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): April 18, 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 Mary Thistle to the Board of Directors

On April 18, 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 Mary Thistle to the Board, effective as of April 18, 2022 (the “Effective Date”). Ms. Thistle will serve as a Class II director until her term expires at the 2023 annual meeting of stockholders at which time she will stand for election by the Company’s stockholders. The Board determined that Ms. Thistle is independent under the listing standards of the Nasdaq Stock Market.

Ms. Thistle was also appointed to serve as a member of the Audit Committee of the Board (the “Audit Committee”). The Board has determined that Ms. Thistle meets the requirements for independence of audit committee members under the applicable listing standards of Nasdaq and the Securities Exchange Act of 1934, as amended. Effective as of Effective Date, the Audit Committee is composed of Ms. Thistle, Clay Thorp, Gerhard Koenig, PhD, and Shaan Gandhi, MD, DPhil., and is chaired by Clay Thorp.

Ms. Thistle has served as Special Advisor to the Bill & Melinda Gates Medical Research Institute, a non-profit biotech organization, since October 2020, and previously served as the organization’s Chief of Staff from January 2018 until she assumed her current role. Prior to that, she held senior leadership positions at Dimension Therapeutics, Inc., a gene therapy company, including Chief Operating Officer from 2016 to 2017 and Chief Business Officer from 2015 to 2016. Prior to joining Dimension Therapeutics, Inc., she held several executive positions, including Senior Vice President, Business Development, at Cubist Pharmaceuticals, Inc., a biopharmaceutical company, from 2014 to 2015, Vice President, Business Development from 2012 to 2013 and Senior Director, Business Development from 2009 to 2012. Ms. Thistle currently serves on the board of directors of Alauanos Therapeutics, Inc. (NASDAQ: TCRT) and Homology Medicines, Inc. (NASDAQ: FIXX) as well as the boards of several private companies. Ms. Thistle holds a B.S. in Accounting from the University of Massachusetts, Boston.

As a non-employee director, Ms. Thistle 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 April 18, 2022, Ms. Thistle was granted an option to purchase 24,309 shares of the Company’s common stock at an exercise price per share of \$6.80. 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. Ms. Thistle 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 Ms. Thistle and any other persons pursuant to which she was selected as a director. In addition, Ms. Thistle 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 Ms. Thistle 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 April 20, 2022, the Company issued a press release titled “Vigil Neuroscience Expands Leadership Team and Board of Directors”, where it announced the appointment of Ms. Thistle to the Board as well as the appointment of Christopher Verni as General Counsel of the Company. 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 April 20, 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: April 20, 2022

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

Vigil Neuroscience Expands Leadership Team and Board of Directors

- Christopher Verni appointed as General Counsel and Mary Thistle appointed to its Board of Directors -

Cambridge, Mass. – April 20, 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 appointments of Christopher Verni as General Counsel and Mary Thistle to its Board of Directors.

“We are thrilled to welcome Chris and Mary to the Vigil team during this pivotal time of growth,” said Ivana Magovčević-Liebisch Ph.D., J.D., President and Chief Executive Officer of Vigil. “Chris’ extensive experience in legal operations, intellectual property and business transactions will be instrumental to Vigil’s pipeline growth and an important addition to our leadership team. We also look forward to Mary’s insights as she brings deep expertise in business development, finance, and program strategy across various therapeutic indications, including rare diseases. Their contributions will be invaluable as we progress multiple novel pipeline candidates through clinical development.”

“I am delighted to join the Vigil team as the company continues to develop a pipeline of innovative therapeutics for neurodegenerative indications with high unmet medical needs,” said Mr. Verni. “I look forward to working with the team to advance Vigil’s lead program and bring novel assets to the pipeline with the goal of improving treatment options for patients.”

Mr. Verni brings over 20 years of broad legal experience in the biotech and pharma industries. He was most recently Senior Vice President, Deputy General Counsel and Chief Intellectual Property Officer at Sarepta Therapeutics. There he provided legal counsel and contributed to legal risk management during a period of high growth with the commercial launch of three rare disease therapies. He also played a central role in the negotiation and acquisition of pipeline programs through M&A, licensing and strategic partnerships. Prior to Sarepta, he served as Senior Patent Counsel at ARIAD Pharmaceuticals, where he executed a global exclusivity strategy and supported the launch of the company’s first FDA approved therapy. Previously, Mr. Verni served as Senior Patent Counsel at Genzyme and Corporate Counsel – Intellectual Property at Pfizer. He holds a J.D., with a concentration in intellectual property, from Franklin Pierce Law Center and a B.S. in chemistry from the University of Rochester.

“I am compelled by Vigil’s innovative and patient-driven approach to developing precision medicines,” said Ms. Thistle. “Restoring microglial function is a unique therapeutic approach with the potential to treat a broad range of neurodegenerative diseases, including rare diseases and diseases that affect larger patient communities. I am excited to work with this talented team and contribute to Vigil’s mission.”

Ms. Thistle has more than 25 years of experience leading biopharmaceutical companies’ strategy, business development and finance and has deep expertise in an array of therapeutic areas. She currently serves as Special Advisor at the Bill & Melinda Gates Research Institute. Previously, she was the Chief Operating Officer at Dimension Therapeutics where she led the Series B financing and initial public offering, expanded the pipeline from two products to seven through business development transactions and ultimately oversaw the company sale to Ultragenyx. Before that, she held several executive level roles at Cubist Pharmaceuticals, PerkinElmer, and ViaCell across business development, strategy, operations, and finance. Ms. Thistle currently serves on the Board of Directors of Alaunos Therapeutics, Homology Medicines, Entrada Therapeutics, Enterome, SA and Cocoon Bio. She holds a B.S. in business and accounting from the University of Massachusetts.

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 Ms. Thistle, Mr. Verni 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 from preclinical studies; the timing of Vigil’s ability to submit and obtain regulatory clearance for investigational new drug applications and initiate clinical trials; whether results from preclinical studies will be predictive of the results of later preclinical studies and clinical trials; 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 Vigil’s filings with the Securities and Exchange Commission (SEC), including its Annual Report on Form 10-K for the year ended December 31, 2021. 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.

Investor Contact

Sarah Carmody
scarmody@vigilneuro.com

Media Contact

Megan McGrath
MacDougall Advisors
mmcgrath@macdougall.bio