
**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): November 5, 2018

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

Delaware
(State or other jurisdiction
of incorporation)

001-38359
(Commission
File Number)

81-3305277
(I.R.S. Employer
Identification No.)

500 Boylston Street, 12th Floor
Boston, MA 02116
(Address of principal executive offices, including zip code)

(857) 315-5521
(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))

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.

On November 5, 2018, resTORbio, Inc. (the “Company”) appointed Michael J. Grissinger to its board of directors (the “Board”), effective immediately. Mr. Grissinger was appointed as a Class II director and will serve until the Company’s annual meeting of stockholders in 2020 or until his successor is duly elected and qualified. The Company believes that Mr. Grissinger is qualified to serve as a director based on his substantial experience in leading pharmaceutical companies in the industry in which the Company operates.

There are no arrangements or understandings between Mr. Grissinger and any other person pursuant to which Mr. Grissinger was elected as a director, and there are no transactions between Mr. Grissinger and the Company that would require disclosure under Item 404(a) of Regulation S-K.

In accordance with the Company’s director compensation program, Mr. Grissinger will receive an annual cash retainer of \$30,000 for service on the Board, which will be paid quarterly in arrears. In addition, under the Company’s director compensation program, upon his election as a director, Mr. Grissinger was granted an option on November 5, 2018 to purchase 28,828 shares of the Company’s common stock at an exercise price per share of \$11.82. This option vests as to 33% of the total award on the first anniversary of the grant, with the remainder vesting ratably monthly thereafter for a period of two (2) years, subject to continued service through such date.

In addition, the Company has entered into an indemnification agreement with Mr. Grissinger in connection with his appointment to the Board which is in substantially the same form as that entered into with the other directors of the Company. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Mr. Grissinger for some expenses, including attorneys’ fees, judgments, fines and settlement amounts respectively incurred by him in any action or proceeding arising out of his respective service as one of our directors.

In addition, on November 5, 2018, Daphne Zohar provided written notice to the Company that she plans to resign from the Board and all committees of the Board, effective as of the effectiveness of Mr. Grissinger’s appointment to the Board. Ms. Zohar’s decision to resign did not result from any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

A copy of the Company’s press release announcing these Board changes is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated November 6, 2018.

* * *

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: November 6, 2018

resTORbio, Inc.

By: /s/ Chen Schor

Chen Schor

President and Chief Executive Officer



resTORbio Appoints Michael Grissinger to its Board of Directors

- Brings extensive business development and licensing experience to resTORbio's Board -

BOSTON, November 6, 2018 – resTORbio, Inc. (Nasdaq: TORC), a clinical-stage biopharmaceutical company focused on helping people live healthier longer through the development and commercialization of novel therapeutics for the treatment of aging-related diseases, today announced the appointment of Michael Grissinger to its Board of Directors. He will replace Daphne Zohar, Founder and CEO of PureTech Health, who is stepping down from the Board.

“Michael Grissinger brings significant pharma experience to our Board of Directors. His background in business development and licensing, particularly his relevant experience on the leadership team of Johnson & Johnson’s immunology franchise, will be beneficial as we advance RTB101 into a planned Phase 3 program to reduce the incidence of respiratory tract infections (RTIs) in the elderly,” said Chen Schor, Co-Founder, President and CEO of resTORbio. “I also want to thank Daphne Zohar for her vision, guidance and invaluable contributions to resTORbio since our founding.”

Michael Grissinger has decades of experience in business development and licensing leadership roles at global pharmaceutical companies. He formerly held the role of Vice President of Mergers and Acquisitions Operations, Divestitures and Immunology Business Development at Johnson & Johnson where he led the teams accountable for overseeing all strategic transactions for the pharmaceuticals group. Mr. Grissinger also served as Vice President of Corporate Development and as Vice President of Worldwide Pharmaceutical Business Development and Licensing at Johnson & Johnson. He has held other roles of increasing responsibility at Johnson & Johnson and began his career as a chemist at The Upjohn Company. Mr. Grissinger holds an M.B.A. from Temple University and a B.S. in Chemistry from Juniata College.

“I am thrilled to join resTORbio’s Board as the Company continues to build on its leadership position in TORC1 inhibition and the treatment of aging-related diseases. I look forward to contributing to the resTORbio team as we initiate our Phase 3 program for RTIs in the first half of next year and prepare for our Phase 2 trial in patients with Parkinson’s Disease,” said Mr. Grissinger.

About resTORbio

resTORbio, Inc. is a clinical stage biopharmaceutical company targeting TORC1 and other biological pathways that regulate aging to develop innovative medicines with the potential to extend healthy lifespan. resTORbio’s lead program is selectively targeting TORC1, an evolutionarily conserved pathway that contributes to the decline in function of multiple organ systems, including the immune, cardiovascular and central nervous systems. For more information, visit <https://www.restorbio.com/>.

Forward Looking Statements:

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Investors are cautioned that statements in this press release which are not strictly historical statements, including, without limitation, express or implied statements or guidance regarding our plans to develop and commercialize RTB101 alone or in combination with everolimus, including the therapeutic potential and clinical benefits thereof, our ongoing and future



clinical trials for RTB101 alone or in combination with everolimus, including the timing of the Phase 3 program for RTIs and the Phase 2 trial for Parkinsons Disease and anticipated results of these trials, the intended regulatory path for our product candidates and interactions with regulatory authorities, our ability to replicate results achieved in our clinical trials in any future trials, as well as our growth as a Company and the anticipated contribution of the members of our board of directors and our executives to our operations and programs, constitute forward-looking statements identified by words like “believe,” “expect,” “may,” “will,” “should,” “seek,” “anticipate,” or “could” and similar expressions. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, including, without limitation, risks associated with: the delay of any planned clinical trials and/or development of RTB101, either alone or in combination with everolimus; our ability to successfully demonstrate the efficacy and safety of our lead product candidate; the clinical results for our lead product candidate which may not support further development of additional indications; uncertainties related to the results of our clinical trials not being predictive of future results in connection with future trials; and obtaining, maintaining and protecting our intellectual property; as well as those risks more fully discussed in the section entitled “Risk Factors” in the Annual Report on Form 10-K filed by resTORbio, Inc. with the Securities and Exchange Commission, as well as discussions of potential risks, uncertainties, and other important factors in our subsequent filings with the Securities and Exchange Commission. In addition, any forward-looking statements represent our views only as of today and should not be relied upon as representing its views as of any subsequent date. resTORbio explicitly disclaims any obligation to update any forward-looking statements.

Investor Contact:

Jennifer Robinson
resTORbio, Inc.
857-772-7029
jrobinson@restorbio.com

Media Contact:

Christopher Hippolyte
Biosector 2
212-364-0458
christopher.hippolyte@syneoshealth.com