

**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 16, 2021

Fulcrum Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38978
(Commission
File Number)

47-4839948
(IRS Employer
Identification No.)

26 Landsdowne Street
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02139
(Zip Code)

Registrant's telephone number, including area code: (617) 651-8851

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	Name of each exchange on which registered
Common Stock \$0.001 par value per share	FULC	The Nasdaq Global 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.

On November 16, 2021, the Board of Directors (the “Board”) of Fulcrum Therapeutics, Inc. (the “Company”), upon recommendation from the Nominating and Corporate Governance Committee of the Board, elected Sonja Banks as a member of the Board, effective December 8, 2021. Ms. Banks will serve as a Class I director with a term expiring at the Company’s 2023 annual meeting of stockholders and thereafter until her successor has been duly elected and qualified or until her earlier death, resignation or removal. The Board has determined that Ms. Banks is “independent” as contemplated by the Nasdaq Stock Market and other governing laws and applicable regulations. The election of Ms. Banks brings the size of the Board to nine members.

Ms. Banks is currently the chief executive officer of the International Dyslexia Association. Prior to that, she served in various leadership roles at the Sickle Cell Disease Association of America, Inc. (“SCDAA”), including as a senior advisor, president, and chief operating officer. Prior to joining the SCDAA, Ms. Banks was a director of community service and outreach at the St. Vincent’s Health System in Alabama and held key leadership roles at the United Negro College Fund and the United Way of Central Alabama. Ms. Banks has previously served on the National Heart, Lung, and Blood Institute’s Sickle Cell Disease Advisory Committee, Community Health Charities Board, and the American Society of Hematology’s Sickle Cell Disease Coalition. She is currently the first vice chairman for the 6:52 Aids Project Foundation. Ms. Banks earned a B.A. in Political Science from the University of Alabama and an M.P.A. in Public Administration & Business from Jacksonville State University.

There are no arrangements or understandings between Ms. Banks and any other persons pursuant to which she was elected as a director. There are no transactions in which Ms. Banks has an interest requiring disclosure under Item 404(a) of Regulation S-K of the Securities Act of 1933, as amended.

Ms. Banks will receive compensation for her service as a non-employee director and for committee service in accordance with the Company’s director compensation program, a copy of which was filed as Exhibit 10.9 to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (File No. 001-38978) filed with the Securities and Exchange Commission on March 4, 2021, including the award of a one-time nonqualified stock option under the Company’s 2019 Stock Incentive Plan to purchase 30,000 shares of common stock, \$0.001 par value per share, of the Company (“Common Stock”) at an exercise price per share equal to the closing price of the Common Stock on the Nasdaq Global Market on the effective date of Ms. Banks’ election.

In connection with her election, the Company and Ms. Banks will enter into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.15 to the Company’s Registration Statement on Form S-1 (File No. 333-232260) filed with the Securities and Exchange Commission on June 21, 2019. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Ms. Banks for certain expenses (including attorneys’ fees), judgments, fines and settlement amounts actually and reasonably incurred by her in any action or proceeding arising out of her service as a director of the Company.

A copy of the Company’s press release announcing Ms. Banks’ election is furnished, but not filed, as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

The following exhibit is furnished herewith:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated November 17, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

FULCRUM THERAPEUTICS, INC.

Date: November 17, 2021

By: /s/ Curt Oltmans

Name: Curt Oltmans

Title: General Counsel



Fulcrum Therapeutics® Appoints Sonja L. Banks to its Board of Directors

CAMBRIDGE, Mass., November 17, 2021 – Fulcrum Therapeutics, Inc. (Nasdaq: FULC), a clinical-stage biopharmaceutical company focused on improving the lives of patients with genetically defined rare diseases, today announced the appointment of Sonja L. Banks to the company's board of directors, effective December 8. Ms. Banks is currently the chief executive officer of the International Dyslexia Association and was formerly president of the Sickle Cell Disease Association of America (SCDAA). She brings nearly 25 years of experience in patient advocacy, community outreach and non-profit leadership, and she is deeply respected for her grassroots work in the rare disease and sickle cell disease communities.

"We are thrilled to have Sonja join our board of directors," said Bryan Stuart, president and chief executive officer. "She has an impressive track record in advocating for patients and strengthening communities through coalition building and civic engagement. Her unwavering commitment to patients aligns perfectly with our mission and our values, and her expertise and insights will be of tremendous value to Fulcrum as we advance our lead programs for people with sickle cell disease, select other hemoglobinopathies, and FSHD."

"I am excited to join Fulcrum's board of directors," said Ms. Banks. "I look forward to working with the board and the leadership team toward our common goal of developing much-needed new medicines that dramatically improve the lives of people with rare genetic diseases."

Ms. Banks is currently the chief executive officer of the International Dyslexia Association. Prior to that, she served in various leadership roles at the SCDAA, including as a senior advisor, president, and chief operating officer. In her time at SCDAA, she played a key role in advocacy efforts to designate sickle cell disease as a national priority, and spearheaded grassroots efforts to secure the reauthorization of the Sickle Cell Treatment Act to continue federally funded programs for the prevention and treatment of sickle cell disease. She also oversaw the National Sickle Cell Newborn Screening Program and helped pioneer programs to improve patient outcomes, including a patient-empowered registry and certification programs for community health workers. Prior to joining the SCDAA, Ms. Banks was a director of community service and outreach at the St. Vincent's Health System in Alabama and held key leadership roles at the United Negro College Fund and the United Way of Central Alabama. Ms. Banks has previously served on the National Heart, Lung, and Blood Institute's Sickle Cell Disease Advisory Committee, Community Health Charities Board, and the American Society of Hematology's Sickle Cell Disease Coalition. She is currently the first vice chairman for the 6:52 Aids Project Foundation.

Ms. Banks earned a B.A. in Political Science from the University of Alabama and an M.P.A. in Public Administration & Business from Jacksonville State University.

About Fulcrum Therapeutics

Fulcrum Therapeutics is a clinical-stage biopharmaceutical company focused on improving the lives of patients with genetically defined rare diseases in areas of high unmet medical need. Fulcrum's proprietary product engine, FulcrumSeek™, identifies drug targets which can modulate gene expression to treat the known root cause of gene mis-expression. The company has advanced losmapimod to Phase 2 clinical development for the treatment of facioscapulohumeral muscular dystrophy (FSHD). Fulcrum has also advanced FTX-6058, a small molecule designed to increase expression of fetal hemoglobin for the treatment of sickle cell disease and beta-thalassemia into Phase 1 clinical development.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995 that involve substantial risks and uncertainties, including statements regarding the therapeutic potential of Fulcrum's product candidates. All statements, other than statements of historical facts, contained in this press release, including statements regarding the Company's strategy, future operations, future financial position, prospects, plans and objectives of management, are forward-looking statements. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” “would” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in, or implied by, such forward-looking statements. These risks and uncertainties include, but are not limited to, risks associated with Fulcrum's ability to obtain and maintain necessary approvals from the FDA and other regulatory authorities; continue to advance its product candidates in clinical trials; initiate and enroll clinical trials on the timeline expected or at all; correctly estimate the potential patient population and/or market for the Company's product candidates; replicate in clinical trials positive results found in preclinical studies and/or earlier-stage clinical trials of losmapimod, FTX-6058 and its other product candidates; advance the development of its product candidates under the timelines it anticipates in current and future clinical trials; obtain, maintain or protect intellectual property rights related to its product candidates; manage expenses; and raise the substantial additional capital needed to achieve its business objectives. For a discussion of other risks and uncertainties, and other important factors, any of which could cause the Company's actual results to differ from those contained in the forward-looking statements, see the “Risk Factors” section, as well as discussions of potential risks, uncertainties and other important factors, in the Company's most recent filings with the Securities and Exchange Commission. In addition, the forward-looking statements included in this press release represent the Company's views as of the date hereof and should not be relied upon as representing the Company's views as of any date subsequent to the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so.

Please visit www.fulcrumtx.com.

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