

**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): May 25, 2022

**UNITY BIOTECHNOLOGY, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-38470  
(Commission  
File Number)

26-4726035  
(IRS Employer  
Identification Number)

285 East Grand Ave.  
South San Francisco, CA 94080  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 416-1192

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	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	UBX	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.**

On May 25, 2022, the Board of Directors (the “Board”) of UNITY Biotechnology, Inc. (“Unity” or the “Company”) appointed Michael Samar to the Board and as Chair of the Company’s Audit Committee and a member of the Compensation Committee effective immediately. Mr. Samar will serve as a Class II director until the Company’s 2023 annual meeting of stockholders, or until his earlier death, resignation or removal. Mr. Samar fills the vacancy created by the resignation of Graham K. Cooper, which also became effective on May 25, 2022.

As a non-employee director, Mr. Samar will receive compensation in accordance with the Company’s non-employee director compensation program. Pursuant to this program, upon the effective date of his appointment to the Board, Mr. Samar received a stock option award exercisable for 50,000 shares of the Company’s common stock and will be eligible for the annual cash retainer in the amount of \$35,000, as well as additional cash retainers of \$15,000 for service as Chair of the Company’s Audit Committee and \$5,000 for service as a member of the Company’s Compensation Committee. The stock option will vest in equal monthly installments over three years, subject to his continued service through each applicable vesting date.

Mr. Samar will also enter into an indemnification agreement with the Company consistent with the form agreement executed with each of the Company’s current officers and directors.

There were no arrangements or understandings between Mr. Samar, and any other person pursuant to which Mr. Samar was appointed as a member of the Board. There have been no transactions in which Mr. Samar has an interest that would be reportable under Item 404(a) of Regulation S-K.

On May 26, 2022, UNITY announced the appointment of Mr. Samar to the Board, as well as the resignation of Mr. Cooper. On May 25, 2022, Mr. Cooper informed the Board of his resignation as a member of the Board of the Company, and all of the committees of the Board on which he serves, in each case, effective immediately. Mr. Cooper’s resignation was not the result of any disagreement with the Company or any matter relating to the Company’s operations, policies (including accounting or financial policies) or practices.

**Item 8.01 Other Events.**

On May 26, 2022, UNITY issued a press release announcing the foregoing matters. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release dated May 26, 2022.</a>
104	Cover Page Interactive Data File, formatted in inline XBRL.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**UNITY BIOTECHNOLOGY, INC.**

Date: May 26, 2022

By: /s/ Anirvan Ghosh

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Anirvan Ghosh, Ph.D.  
Chief Executive Officer

## **UNITY Biotechnology Announces Appointment of Accomplished Finance and Operations Executive Michael Samar to the Board of Directors**

**SAN FRANCISCO, Calif., May 26, 2022** – UNITY Biotechnology, Inc. (“UNITY”) [NASDAQ: UBX], a biotechnology company developing therapeutics to slow, halt, or reverse diseases of aging, today announced that Michael Samar, current chief financial officer at Assembly Bio, has been appointed to the Company’s board of directors as its chair of the audit committee and a member of its compensation committee.

“We’re thrilled to add Michael to UNITY’s board of directors. With his strong background in biotech finance and operations, combined with an energetic fresh perspective and track record of execution, Michael’s strategic perspective will be vital as we focus on executing on our UBX1325 studies in DME and AMD and delivering key readouts this year,” said Anirvan Ghosh, Ph.D., chief executive officer of UNITY Biotechnology.

Mr. Samar currently serves as chief financial officer of Assembly Bio, having been promoted from SVP of finance and business operations. His prior experience includes serving as Vice President of Finance and Site Head for the South San Francisco facility at Acorda Therapeutics; Director of Financial Planning and Analysis at Onyx Pharmaceuticals; Senior Finance Director, Global Planning and Analysis at Agennix, and increasingly senior roles within finance at Johnson & Johnson Pharmaceutical R&D. Mr. Samar obtained his MBA from Villanova University and his BS in finance from Bryant University. He also serves as Treasurer on the Board of OUTbio Bay Area, Inc., a non-profit organization for LGBTQ+ professionals in the biotech and related industries.

Concurrent with Mr. Samar’s appointment, Graham K. Cooper has stepped down from the board of directors.

“Graham has been with UNITY through key parts of its evolution and has contributed enormously to the Company, especially as Chair of Audit Committee. On behalf of the entire UNITY team, I would like to thank him for his dedicated service and important contributions,” said Keith Leonard, chairman of the board of UNITY Biotechnology. “As we head into the key second half of 2022, we look forward to working closely with Michael and are delighted to welcome him to our board.”

### **About UNITY**

UNITY is developing a new class of therapeutics to slow, halt, or reverse diseases of aging. UNITY’s current focus is on creating medicines to selectively eliminate or modulate senescent cells and thereby provide transformative benefit in age-related ophthalmologic and neurologic diseases. More information is available at [www.unitybiotechnology.com](http://www.unitybiotechnology.com) or follow us on [Twitter](#) and [LinkedIn](#).

### **Forward-Looking Statements**

This press release contains forward-looking statements including statements related to UNITY’s understanding of cellular senescence and the role it plays in diseases of aging, the potential for UNITY to develop therapeutics to slow, halt, or reverse diseases of aging, including for ophthalmologic and neurologic diseases, the potential for UNITY to successfully commence and complete clinical studies of UBX1325 for DME, AMD, and other ophthalmologic diseases, the expected timing of enrollment and results of the clinical

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trials in UBX1325, and UNITY's expectations regarding the sufficiency of its cash runway. These statements involve substantial known and unknown risks, uncertainties, and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from the information expressed or implied by these forward-looking statements, including the risk that the COVID-19 worldwide pandemic may continue to negatively impact the development of preclinical and clinical drug candidates, including delaying or disrupting the enrollment of patients in clinical trials, risks relating to the uncertainties inherent in the drug development process, and risks relating to UNITY's understanding of senescence biology. We may not actually achieve the plans, intentions, or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. The forward-looking statements in this press release represent our views as of the date of this release. We anticipate that subsequent events and developments will cause our views to change. However, while we may elect to update these forward-looking statements at some point in the future, we have no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing our views as of any date subsequent to the date of this release. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of UNITY in general, see UNITY's most recent Quarterly Report on Form 10-Q for the quarter ended March 31, 2022, filed with the Securities and Exchange Commission on May 10, 2022, as well as other documents that may be filed by UNITY from time to time with the Securities and Exchange Commission.

**Media**

Canale Communications

Jason Spark

[jason.spark@canalecomm.com](mailto:jason.spark@canalecomm.com)

**Investor Contact**

LifeSci Advisors, LLC

Joyce Allaire

[jallaire@lifesciadvisors.com](mailto:jallaire@lifesciadvisors.com)