

ChemoCentryx, Inc.
Form 8-K
June 08, 2012

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): June 5, 2012

CHEMOCENTRYX, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-35420
(Commission
File Number)

94-3254365
(IRS Employer
Identification No.)

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850 Maude Avenue, Mountain View, CA

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (650) 210-2900

94043

(Zip Code)

(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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of June 5, 2012, upon the recommendation of the Nominating and Corporate Governance Committee, and pursuant to the bylaws of ChemoCentryx, Inc. (the Company), the Board of Directors (the Board) of the Company appointed James L. Tyree, age 59, to the Board. Mr. Tyree was appointed as a Class II director, with an initial term expiring at the 2013 annual meeting of stockholders of the Company. No determination has been made regarding upon which committees of the Board of Directors Mr. Tyree may serve.

During the last fourteen years, Mr. Tyree has held numerous executive positions at Abbott Laboratories, including Corporate Vice President Pharmaceutical and Nutritional Products Group Business Development, Senior Vice President Global Nutrition and Executive Vice President Global Pharmaceuticals. He retired as President Abbott Biotechnology Ventures on March 31, 2012. Prior to joining Abbott, Mr. Tyree was the President of SUGEN, Inc., a biotechnology company focused on oncology. Earlier in his career, Mr. Tyree held management positions in Bristol-Myers Squibb, Pfizer and Abbott. Over his entire career, he was a four time expatriate living and working over six years in Latin America and seven years in Japan. Mr. Tyree is a member of the Advisory Board of the University of Chicago Booth Graduate School of Business, a member of the Chicago Council on Global Affairs and co-chairman of the Global Health Policy Roundtable. Mr. Tyree also serves as a director for a number of privately held companies. Mr. Tyree earned Bachelor's Degrees in Psychology and Forensic Studies and a Master's Degree in Business Administration from Indiana University.

Mr. Tyree will participate in the Company's non-employee director compensation program and will receive an annual retainer of \$30,000 for his service on the Board. Upon joining the Board, Mr. Tyree was also granted an option to purchase 25,000 shares of common stock of the Company with an exercise price per share of \$12.62, which is equal to the fair market value of the common stock on the date of grant, which will vest and become exercisable in 36 equal monthly installments over the three-year period following the date of grant. In addition, on the date of each annual meeting of stockholders of the Company, Mr. Tyree will be eligible to receive an option to purchase 12,500 shares of common stock of the Company, which will vest and become exercisable in 12 equal monthly installments over the first year following the date of grant. The non-employee director compensation program is described in further detail in the Company's Definitive Proxy Statement for its 2012 annual meeting of stockholders filed with the Securities and Exchange Commission on April 27, 2012. Mr. Tyree will enter into the Company's standard indemnification agreement for directors, the form of which was filed as Exhibit 10.18 to the Company's Registration Statement on Form S-1, initially filed with the SEC on October 14, 2011.

There are no arrangements or understandings between Mr. Tyree and any other persons pursuant to which he was selected as a director, and there are no related person transactions (within the meaning of Item 404(a) of Regulation S-K) between Mr. Tyree and the Company. The Board has determined that Mr. Tyree meets the applicable independence requirements of The NASDAQ Stock Market LLC.

Item 7.01 Regulation FD Disclosure.

On June 7, 2012, the Company issued a press release announcing Mr. Tyree's appointment. A copy of the press release is being furnished as Exhibit 99.1 to this report.

The information contained in this Item 7.01, including the exhibit referenced herein, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished herewith:

Exhibit Number	Description
99.1	Press release issued by ChemoCentryx, Inc., dated June 7, 2012.

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.

CHEMOCENTRYX, INC.

Date: June 8, 2012

By: /s/ Susan M. Kanaya
Name: Susan M. Kanaya
Title: Senior Vice President, Finance, Chief Financial

Officer and Secretary