

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): September 19, 2024 (September 16, 2024)

PepGen Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41374
(Commission File Number)

85-3819886
(IRS Employer
Identification No.)

321 Harrison Avenue
8th Floor
Boston, Massachusetts
(Address of Principal Executive Offices)

02118
(Zip Code)

Registrant's Telephone Number, Including Area Code: (781) 797-0979

(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	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.0001 per share	PEPG	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 September 16, 2024, Christopher Ashton, Ph.D., provided notice of his resignation from the board of directors (the “Board”) of PepGen Inc. (the “Company”), effective as of September 30, 2024. Dr. Ashton also resigned from his positions on the Board’s Audit Committee and Compensation Committee. Dr. Ashton resigned voluntarily, and not as a result of any disagreement with the Company on any matter relating to the Company’s operations, practices or policies. The Board is grateful to Dr. Ashton for his service and contributions to the Company.

As a result of Dr. Ashton’s resignation, the Board adopted a resolution as of September 18, 2024, decreasing the size of the Board from seven directors to six directors effective immediately following Dr. Ashton’s resignation. The Board also approved the appointment of director Habib J. Dable as a member of the Board’s Audit Committee, effective as of September 30, 2024.

Item 7.01 Regulation FD Disclosure.

On September 19, 2024, the Company issued a press release announcing the foregoing. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in Item 7.01 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is being furnished 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 liability of that section, nor shall such information be deemed incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit Number	Description
99.1	Press release issued by PepGen Inc. on September 19, 2024
104	Cover Page Interactive Data Filed (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.

PEPGEN INC.

Date: September 19, 2024

By: /s/ Noel Donnelly
Noel Donnelly, Chief Financial Officer



PepGen Announces Christopher Ashton, PhD, to Retire from its Board of Directors

BOSTON, September 19, 2024 -- PepGen Inc. (Nasdaq: PEPG), a clinical-stage biotechnology company advancing the next generation of oligonucleotide therapies with the goal of transforming the treatment of severe neuromuscular and neurological diseases, today announced that Christopher Ashton, PhD, intends to retire from the Board of Directors effective September 30, 2024. Dr. Ashton has served on PepGen's Board of Directors since December 2019 and was a member of the audit and compensation committees.

"On behalf of the Board of Directors, I would like to thank Chris for nearly five years of service," said Laurie Keating, JD, Chair of PepGen's Board of Directors. "He is our longest serving Director and we will miss his thoughtful advice, perspective and humility. His experience as both a scientist and leader of growing companies has been invaluable during his tenure. We wish him all the best."

"It has been a thoroughly rewarding experience to help shape PepGen from its early beginnings into a biotechnology company with two investigational therapies in the clinic to treat serious neuromuscular and neurological diseases," said Dr. Ashton. "I believe the future is bright as these candidates have the potential to be best in class therapies from which patients may benefit enormously. I would like to take this opportunity to wish President and CEO James McArthur, my fellow members of the Board, and all the employees the best of luck in the future."

Dr. Ashton cited his desire to return to focusing on guiding pre-IPO companies as the principal reason for his decision to retire from the Board of Directors. He did not advise the Company of any dispute or disagreement with the Company or the Board of Directors, or on any matter relating to the Company's operations, policies or practices. Effective upon Dr. Ashton's resignation, the size of the Company's Board of Directors will be reduced from seven to six directors.

About PepGen

PepGen is a clinical-stage biotechnology company advancing the next-generation of oligonucleotide therapies with the goal of transforming the treatment of severe neuromuscular

and neurological diseases. PepGen's Enhanced Delivery Oligonucleotide (EDO) platform is founded on over a decade of research and development and leverages cell-penetrating peptides to improve the uptake and activity of conjugated oligonucleotide therapeutics. Using these EDO peptides, we are generating a pipeline of oligonucleotide therapeutic candidates designed to target the root cause of serious diseases.

For more information, please visit www.pepgen.com. Follow PepGen on LinkedIn and X.

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