

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 19, 2024

ARCTURUS THERAPEUTICS HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38942
(Commission
File Number)

32-0595345
(I.R.S. Employer
Identification No.)

10628 Science Center Drive, Suite 250
San Diego, California 92121
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 900-2660

(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 \$0.001 per share	ARCT	The Nasdaq Stock Market LLC

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 June 19, 2024, Dr. Moncef Slaoui, Ph.D., agreed to serve as a member of the Board of Directors (the “Board”) of Arcturus Therapeutics Holdings Inc. (the “Company”), until the Company’s next annual meeting of stockholders or until Dr. Slaoui’s successor is duly elected and qualified. There is no arrangement or understanding between Dr. Slaoui and any other person pursuant to which Dr. Slaoui was selected and appointed by the Company’s Board as a director of the Company and there is no family relationship between Dr. Slaoui and any of the Company’s directors or executive officers. The Company is not aware of any transaction involving Dr. Slaoui which would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the “Securities Act”). Dr. Slaoui will receive compensation similar to the other non-employee members of the Board as described in the Company’s Proxy Statement for the 2024 Annual Meeting of Stockholders as filed with the Securities and Exchange Commission on April 29, 2024.

Moncef Slaoui, Ph.D., age 64, served as a Partner at Medicxi, a venture capital firm, from July 2017 to March 2021. In May 2020, Dr. Slaoui was appointed as chief advisor to the White House’s Operation Warp Speed initiative, the administration’s national program to accelerate the development, manufacturing, and distribution of COVID-19 vaccines, therapeutics, and diagnostics, where he served until January 2021. Dr. Slaoui served on the board of directors of Vaxcyte, Inc., a publicly traded biotechnology company (NASDAQ: PCVX), from July 2017 to March 2021 and served as the Chairman from May 2018 to March 2021. From September 1988 to July 2017, Dr. Slaoui was employed at GlaxoSmithKline plc (“GSK”), a multinational pharmaceutical company (NYSE: GSK). Between 1988 and 2003, he served in various R&D leadership roles in GSK’s vaccine division. From June 2009 to June 2017, Dr. Slaoui served as the Chairman of Vaccines at GSK, and from June 2003 to June 2006, he served as head of Worldwide Business Development at GSK. From March 2006 to July 2017, he served as Chairman of GSK Pharmaceutical R&D. Dr. Slaoui currently serves on the boards of directors of private biotechnology companies, including ALTESA Biosciences and ZephyrAI. From July 2017 to May 2020, Dr. Slaoui served on the board of directors of Moderna, Inc., a biotechnology company, and from April 2020 to May 2020, Dr. Slaoui served on the board of directors of Lonza Group Ltd. From 2016 to March 2021, Dr. Slaoui served as Chairman of the board of directors of Galvani Bioelectronics, a company launched in November 2016 that GSK jointly owns with Verily Life Sciences. From 1984 to 1988, Dr. Slaoui served as a professor of Immunology at the University of Mons, Belgium. Dr. Slaoui holds a Ph.D. in Molecular Biology and Immunology from the Université Libre de Bruxelles, Belgium. The Nominating and Corporate Governance Committee of the Board, and the Board, believe that Dr. Slaoui’s depth of vaccine industry and public company experience provides valuable operational, strategy and management skills to the Board.

Item 7.01. Regulation FD Disclosure.

On June 20, 2024, the Company issued a press release, a copy of which is filed herewith as Exhibit 99.1, announcing the appointment of Dr. Slaoui. The information set forth in this Item 7.01 and in Exhibit 99.1 is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section. The information in this Item 7.01 and in Exhibit 99.1 shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
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99.1	Press Release, dated June 20, 2024, issued by Arcturus Therapeutics Holdings Inc.
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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.

Date: June 24, 2024

Arcturus Therapeutics Holdings Inc.

By: /s/ Joseph E. Payne

Name: Joseph E. Payne

Title: Chief Executive Officer

Arcturus Therapeutics Appoints Moncef Slaoui, Ph.D., to Board of Directors

Previously Chief Scientific Advisor for Operation Warp Speed, advised U.S. President's Council of Advisors on Science and Technology, member of Advisory Committee to the Director of the NIH

SAN DIEGO--(BUSINESS WIRE)--June 20, 2024-- Arcturus Therapeutics Holdings Inc. (the "Company", "Arcturus", Nasdaq: ARCT), a global messenger RNA medicines company focused on the development of infectious disease vaccines and medicines to treat unmet medical needs within liver and respiratory rare diseases, today announced the appointment of a new independent director, Moncef Slaoui, Ph.D., to the Company's Board of Directors.

"Dr. Moncef Slaoui brings extraordinary strategic expertise in pharmaceutical product innovation, development and commercialization of several therapeutics and vaccines," said Joseph E. Payne, President & Chief Executive Officer of Arcturus. "We warmly welcome Moncef to the Board of Directors and look forward to working with him as we advance our pipeline of next generation mRNA medicines."

"I am delighted to join the Board of Arcturus Therapeutics as we embark on this exciting phase of growth," said Dr. Moncef Slaoui. "I look forward to helping advance the Arcturus pipeline of mRNA vaccines and therapeutics utilizing the next-generation STARR® self-amplifying mRNA and LUNAR® delivery technology platforms."

Dr. Moncef Slaoui was most recently the Chief Scientific Advisor to Operation Warp Speed. Under his leadership the operation enabled the fastest ever development, manufacturing, and approval of multiple COVID-19 vaccines in less than 11 months after the virus genetic sequence was described. Dr. Slaoui has sat on several biotechnology company boards, including Moderna, Inc. and Lonza Group AG, and he chaired the boards of Galvani, and Vaxcyte, a vaccine development platform company.

Dr. Slaoui spent nearly 30 years at GlaxoSmithKline (GSK) holding leadership positions including as member of the Board of Directors of GSK PLC; Chairman of Pharmaceutical R&D; Chairman Global R&D, Vaccines & Oncology; and Chairman, Global Vaccines. As Chairman of Pharmaceutical R&D, Dr. Slaoui led a restructuring to improve focus on innovation and productivity. As Chairman of Global Vaccines, Dr. Slaoui was directly involved in GSK's vaccine pipeline, leading to the creation of 14 new vaccines, including Shingrix®, to prevent shingles; Cervarix®, to prevent cervical cancer; Mosquirix, to prevent malaria; Rotarix®, to prevent rotavirus gastroenteritis; and Synflorix, to prevent pneumococcal disease.

In 2016, Dr. Slaoui was recognized as one of Fortune's 50 Greatest World Leaders for his work in under-researched diseases common in the developing world, served on the Advisory Committee to the Director of the NIH from 2011 to 2016, and has advised the U.S. President's Council of Advisors on Science and Technology.

Dr. Slaoui holds a Ph.D. in Molecular Biology and Immunology from the Université Libre de Bruxelles, completed postdoctoral studies at Harvard Medical School and Tufts University School of Medicine, and was a Professor of Immunology at the University of Mons, Belgium. He received an accelerated Master of Business Administration from IMD, Switzerland in 1998.

About Arcturus Therapeutics

Founded in 2013 and based in San Diego, California, Arcturus Therapeutics Holdings Inc. (Nasdaq: ARCT) is a global mRNA medicines and vaccines company with enabling technologies: (i) LUNAR® lipid-mediated delivery, (ii) STARR® mRNA Technology (sa-mRNA) and (iii) mRNA drug substance along with drug product manufacturing expertise. Arcturus developed the first self-amplifying messenger RNA (sa-mRNA) COVID vaccine (Kostaive®) in the world to be approved. Arcturus has an ongoing global collaboration for innovative mRNA vaccines with CSL Seqirus, and a joint venture in Japan, ARCALIS, focused on the manufacture of mRNA vaccines and therapeutics. Arcturus' pipeline includes RNA therapeutic candidates to potentially treat ornithine transcarbamylase deficiency and cystic fibrosis, along with its partnered mRNA vaccine programs for SARS-CoV-2 (COVID-19) and influenza. Arcturus' versatile RNA therapeutics platforms can be applied toward multiple types of nucleic acid medicines including messenger RNA, small interfering RNA, circular RNA, antisense RNA, self-amplifying RNA, DNA, and gene editing therapeutics. Arcturus' technologies are covered by its extensive patent portfolio (over 400 patents and patent applications in the U.S., Europe, Japan, China, and other countries). For more information, visit www.ArcturusRx.com. In addition, please connect with us on [Twitter](#) and [LinkedIn](#).

Forward Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Any statements, other than statements of historical fact included in this press release, are forward-looking statements, including those regarding strategy, future operations, the likelihood of success and continued advancement of the Company's pipeline and partnered programs (including the COVID-19 and flu programs partnered with CSL Seqirus), and the impact of general business and economic conditions. Arcturus may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in any forward-looking statements such as the foregoing and you should not place undue reliance on such forward-looking statements. These statements are only current predictions or expectations, and are subject to known and unknown risks, uncertainties, and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements, including those discussed under the heading "Risk Factors" in Arcturus' most recent Annual Report on Form 10-K, and in subsequent filings with, or submissions to, the SEC, which are available on the SEC's website at www.sec.gov. Except as otherwise required by law, Arcturus disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date they were made, whether as a result of new information, future events or circumstances or otherwise.

Trademark Acknowledgements

The Arcturus logo and other trademarks of Arcturus appearing in this announcement, including LUNAR® and STARR®, are the property of Arcturus. All other trademarks, services marks, and trade names in this announcement are the property of their respective owners.

IR and Media Contacts

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