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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 11, 2020**

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**Oncorus, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(state or other jurisdiction  
of incorporation)

**001-39575**  
(Commission  
File Number)

**47-3779757**  
(I.R.S. Employer  
Identification No.)

**50 Hampshire Street, Suite 401  
Cambridge, Massachusetts**  
(Address of principal executive offices)

**02139**  
(Zip Code)

**Registrant's telephone number, including area code: (857) 320-6400**  
**Not applicable**  
(Former name or former address, if changed since last report.)

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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:**

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
<b>Common Stock, \$0.0001 par value per share</b>	<b>ONCR</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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

*(d) Appointment of Director*

On December 11, 2020, upon the recommendation of its Nominating and Corporate Governance Committee, or the Nominating Committee, the Board of Directors, or the Board, of Oncorus, Inc., or the Company, increased the size of the Board from eight (8) members to nine (9) members, and effective December 11, 2020, appointed Scott Canute to fill the newly created vacancy to serve on the Board as a Class III director. Mr. Canute will serve for the term expiring at the Company's 2023 annual meeting of stockholders, and until his successor has been duly elected and qualified, or until his earlier death, resignation or removal. Based upon the further recommendation of the Nominating Committee, the Board has also appointed Mr. Canute to serve as a member of its Nominating Committee, with such appointment effective upon his appointment to the Board. Mr. Canute was not selected as a director pursuant to any arrangements or understandings with the Company or with any other person.

Mr. Canute, 60, served as the President of Global Manufacturing and Corporate Operations at Genzyme Corporation from 2010 to 2011, and before that, in various positions with Eli Lilly and Company over the span of 25 years, including as President, Global Manufacturing Operations from 2004 to 2007. Mr. Canute has served as a director of Flexion Therapeutics, Inc., a publicly traded biopharmaceuticals company, since March 2015. Mr. Canute joined the board of directors of Immunomedics, Inc., a publicly traded biopharmaceutical company, in March 2017, serving in that capacity until its acquisition by Gilead Sciences in October 2020, during which time he served as that company's Executive Director from March 2019 until April 2020. Within the past five years, Mr. Canute also served as a member of the boards of directors of the publicly traded biopharmaceuticals companies Akebia Therapeutics, Inc., Proteon Therapeutics, Inc. (prior to its merger with ArTara Therapeutics, Inc.) and Outlook Therapeutics, Inc. (previously Oncobiologics, Inc.). Mr. Canute also previously served as a member of the board of directors of AlloCure, Inc. and Inspiration Biopharmaceuticals, Inc. In addition, Mr. Canute previously served on the board of directors of the National Association of Manufacturers and the Indiana Manufacturers Association. He holds a Master of Business Administration from Harvard Business School and a Bachelor of Science in Chemical Engineering from the University of Michigan.

In accordance with the Company's compensation policy for non-employee directors, upon his commencement of service as a director, Mr. Canute was granted a nonqualified stock option to purchase 25,000 shares of the Company's common stock with an exercise price of \$26.00 per share, which was the closing price of the Company's common stock on the Nasdaq Global Market on the date of grant. This option will vest and become exercisable as follows: one-third (1/3) of the option grant will vest on the first anniversary of the date of grant, with the remainder vesting in equal monthly installments thereafter until the third anniversary of the date of grant, subject to Mr. Canute's Continuous Service, as defined in the Company's 2020 Equity Incentive Plan, or the Plan, through each applicable vesting date. Additionally, Mr. Canute will be entitled to receive a \$35,000 annual retainer for his service as a director and a \$4,000 annual retainer for his service on the Nominating Committee. At each annual stockholder meeting following which Mr. Canute's term as a director continues (beginning with the Company's 2021 annual meeting of stockholders), Mr. Canute will be entitled to receive a stock option under the Plan to purchase 12,500 shares of common stock, vesting in monthly installments over one (1) year from the grant date, subject to his Continuous Service through each applicable vesting date.

The Company intends to enter into its standard form of indemnification agreement with Mr. Canute, the form of which was filed as Exhibit 10.1 to the Company's Registration Statement on Form S-1, which was filed with the Securities and Exchange Commission on September 11, 2020.

There are no related party transactions between Mr. Canute and the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no family relationships between Mr. Canute and any director or executive officer of the Company.

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**Item 7.01 Regulation FD Disclosure.**

On December 14, 2020, the Company issued a press release announcing the appointment of Mr. Canute as a director of the Company. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be deemed incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by Oncorus, Inc. on December 14, 2020</a>

**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.

**ONCORUS, INC.**

By: /s/ John McCabe  
John McCabe  
Chief Financial Officer

Dated: December 14, 2020



### Oncorus Appoints Scott Canute to its Board of Directors

— Former Genzyme and Lilly executive brings broad industry expertise as Oncorus advances its viral immunotherapies pipeline and plans strategic operations and manufacturing scale-up —

**CAMBRIDGE, Mass. – December 14, 2020** — Oncorus, Inc. (Nasdaq: ONCR), a clinical stage biopharmaceutical company developing next-generation viral immunotherapies to transform outcomes for cancer patients, today announced the appointment of Scott Canute, M.B.A. to its Board of Directors. Mr. Canute has nearly 40 years of broad experience in the biopharmaceutical industry, including leading global manufacturing and operations strategy and execution for Genzyme Corporation and Eli Lilly and Company.

“As we execute on our growth plans, including the buildout of our in-house manufacturing capabilities, we are delighted to welcome Scott Canute to our Board of Directors,” said Theodore (Ted) Ashburn, M.D., Ph.D., President and CEO of Oncorus. “We look forward to leveraging Scott’s breadth of experience and insights from leading operations and manufacturing for world-class biopharmaceutical organizations as we advance our pipeline of novel viral immunotherapies for cancer patients.”

Oncorus is advancing a portfolio of intratumorally and intravenously administered viral immunotherapies for multiple indications with significant unmet needs based on its oncolytic Herpes Simplex Virus (oHSV) Platform and Synthetic Virus Platform. Oncorus is currently conducting a Phase 1 clinical trial of its lead product candidate, ONCR-177, an intratumorally administered oHSV viral immunotherapy being developed for multiple solid tumor indications.

“I am thrilled to join Oncorus’ Board and support Ted and the Oncorus team as they continue to advance ONCR-177 through the clinic and embark on an exciting period of growth and infrastructure development to support their expanding pipeline,” said Mr. Canute. “Viral immunotherapies are increasingly gaining attention for their unique and clinically-validated approach against cancer. Oncorus’ dual-platform approach positions the company as a leader in this space. I’m excited to have the opportunity to contribute to Oncorus’ continued progression and patient-centric mission.”

Mr. Canute previously served as President of Global Manufacturing and Corporate Operations at Genzyme from 2010 to 2011, where he was brought in specifically to lead a major turnaround in manufacturing to ensure the ongoing supply of the company’s life-saving products. Prior to joining Genzyme, Mr. Canute spent 25 years at Lilly, where he held several operations and manufacturing roles of increasing responsibility, including ultimately serving as President, Global Manufacturing Operations from 2004 to 2007. In this role, Mr. Canute directed all manufacturing and supply chain activities for Lilly’s global operations.

Mr. Canute currently serves as a director of Flexion Therapeutics. He previously served as a member of the Board of Directors of Immunomedics Inc., Akebia Therapeutics, Inc., Proteon Therapeutics, Inc., AlloCure, Inc., Inspiration Biopharmaceuticals, Inc., Oncobiologics, Inc., and the National Association of Manufacturers and the Indiana Manufacturers Association.

Mr. Canute earned a B.S. in chemical engineering from the University of Michigan and an M.B.A. from Harvard Business School.

### **About Oncorus**

At Oncorus, we are focused on driving innovation to deliver next-generation viral immunotherapies to transform outcomes for cancer patients. We are advancing a portfolio of intratumorally and intravenously administered viral immunotherapies for multiple indications with significant unmet needs based on our oncolytic Herpes Simplex Virus (oHSV) Platform and Synthetic Virus Platform. Designed to deliver next-generation viral immunotherapy impact, our oHSV Platform improves upon key characteristics of this therapeutic class to enhance potency without sacrificing safety, including greater capacity to encode transgenes to drive systemic immunostimulatory activity, retention of full replication competency to enable high tumor-killing potency, and orthogonal safety strategies to restrict viral activity in tumor cells. Our lead oHSV program, ONCR-177, is designed to be directly administered into a tumor, resulting in high local concentrations of the therapeutic agent, as well as low systemic exposure to the therapy, which we believe could potentially limit systemic toxicities. Please visit us at [www.oncorus.com](http://www.oncorus.com) to learn more.

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, implied and express statements regarding: expectations with respect to Oncorus' ability to advance its clinical and pre-clinical pipelines, including statements regarding the clinical development of ONCR-177, expectations regarding upcoming milestones for its other potential product candidates, as well as the therapeutic potential and clinical benefits of Oncorus' product candidates; Oncorus' expectations with respect to its continued growth, including its ability to expand its infrastructure and organization and its ability to scale-up its platforms and buildout its manufacturing capabilities; the ability of the leadership team to execute Oncorus' strategy and support its future growth; and statements regarding the accomplishments, experience and capabilities of individual members of Oncorus' leadership team and the ability of such qualities to drive Oncorus' success. The words "may," "might," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "expect," "estimate," "seek," "predict," "future," "project," "potential," "continue," "target" and similar words or expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this press release are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, risks associated with: the impact of COVID-19 on Oncorus' operations and the timing and anticipated results of its ongoing and planned clinical trials; the development of its manufacturing capabilities and progression of its product candidates into the operational scale-up phase; the risk that the results of a

clinical trial may not be predictive of future results in connection with future clinical trials; Oncorus's ability to successfully demonstrate the safety and efficacy of ONCR-177 and obtain regulatory approval; and Oncorus' ability to obtain, maintain and protect its intellectual property. These and other risks and uncertainties are described in greater detail in the section entitled "Risk Factors" in Oncorus' Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, which was filed with the Securities and Exchange Commission on November 12, 2020, as well as discussions of potential risks, uncertainties, and other important factors in the other filings that Oncorus makes with the Securities and Exchange Commission from time to time. These documents are available under the "SEC filings" page of the Investors section of Oncorus's website at <http://investors.oncorus.com>.

Any forward-looking statements represent Oncorus' views only as of the date of this press release and should not be relied upon as representing its views as of any subsequent date. Oncorus explicitly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise. No representations or warranties (expressed or implied) are made about the accuracy of any such forward-looking statements.

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