

**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): December 4, 2020**

**Oncorus, Inc.**

(Exact name of registrant as specified in its charter)

**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.)

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:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	ONCR	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.**

*(c) Appointment of Chief Operating Officer and Chief of Staff*

On December 4, 2020, the Board of Directors of Oncorus, Inc., or the Company, appointed Steve Harbin to the position of Chief Operating Officer and Chief of Staff of the Company, effective as of December 7, 2020, or the Effective Date.

Mr. Harbin, age 62, has served as president of Albourne Consulting LLC, a consultancy firm he owns that provides strategic counsel to early-stage biotech companies, since April 2019. In this capacity, Mr. Harbin has provided consulting services to the Company since July 2019 in connection with the Company's strategic manufacturing and operational objectives. Previously, Mr. Harbin served as the Chief Sustainability Officer and Senior Vice President of Corporate Facilities & Norwood Manufacturing at Moderna, Inc., or Moderna, a U.S.-based biotechnology company, from August 2017 to April 2019. Prior to that, he served as the Senior Vice President of Global Operations, Quality & Corporate Facilities at Moderna from October 2016 to August 2017, and as Senior Vice President, Human Resources, Global Operations, Quality & Corporate Facilities at Moderna from July 2013 to October 2016. Mr. Harbin also previously held the position of Senior Vice President, Global Operations at bioMérieux SA, a multinational biotechnology company, and served in a variety of senior business and operational leadership roles for both publicly and privately held biotechnology companies. Mr. Harbin holds a diploma in Agriculture and a diploma in Farm Management from Durham College of Agriculture and Horticulture in the United Kingdom.

In connection with Mr. Harbin's appointment as Chief Operating Officer and Chief of Staff, the Company has entered into an employment agreement, or the Employment Agreement, with Mr. Harbin, effective as of the Effective Date, pursuant to which Mr. Harbin will receive, in exchange for his commitment to providing services to the Company approximately three days per week, an annual base salary of \$250,000 per calendar year, and will be eligible to receive a target annual bonus per calendar year in an amount up to 40% of his annual base salary, subject to the discretion of the Board of Directors, or the Board. Mr. Harbin's base salary is subject to review and adjustment from time to time by the Board in its sole discretion.

The Employment Agreement does not provide for a specified term of employment and Mr. Harbin's employment is on an at-will basis. Mr. Harbin is also eligible to participate in the Company's employee and executive benefit plans and programs as may be maintained by the Company from time to time.

In addition, and pursuant to the terms of the Employment Agreement, the Board has granted options, or the Option Grants, to Mr. Harbin to purchase shares of the Company's common stock pursuant to the Company's 2020 Equity Incentive Plan, or the Plan, on December 7, 2020, or the Grant Date, as follows: (a) an option to purchase 169,000 shares of the Company's common stock, subject to vesting as to 25% of the underlying shares on the first anniversary of the Grant Date and as to the remaining underlying shares in equal monthly installments over 36 months thereafter, subject to Mr. Harbin's continued service through each such vesting date, and (b) an option to purchase 113,000 shares of the Company's common stock, subject to vesting upon the achievement of performance-based milestones established by the Board, subject to Mr. Harbin's continued service through each such vesting date. The Option Grants are subject to the terms and conditions of the award agreements pursuant to which they are granted. Mr. Harbin will remain eligible for additional future stock option and other equity awards as may be determined by the Board, or a committee thereof, in accordance with the Plan.

The foregoing description of the terms of the Employment Agreement is a summary and does not purport to be complete and is qualified in its entirety by reference to the full text of the Employment Agreement, which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the year ending December 31, 2020.

In connection with his employment, Mr. Harbin also entered into the Company's standard form of Employee Confidential Information and Invention Assignment Agreement and is eligible to enter into the Company's standard form of Indemnity Agreement. Mr. Harbin was not appointed to serve as Chief Operating Officer and Chief of Staff pursuant to any arrangements or understandings with the Company (other than as reflected in the Employment Agreement) or with any other person. There are no related party transactions between Mr. Harbin and the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no family relationships between Mr. Harbin and any director or executive officer of the Company.

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**Item 7.01 Regulation FD Disclosure**

On December 7, 2020, the Company issued a press release announcing the appointment of Mr. Harbin as its Chief Operating Officer and Chief of Staff. 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.

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press release issued by Oncorus, Inc. on December 7, 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 7, 2020



## Oncorus Appoints Steve Harbin as Chief Operating Officer and Chief of Staff

*— Former Moderna executive and industry veteran brings diverse operational expertise as Oncorus plans buildout of its manufacturing capabilities to support its viral immunotherapy pipeline —*

**CAMBRIDGE, Mass. – December 7, 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 Steve Harbin as Chief Operating Officer and Chief of Staff.

“I am thrilled to welcome Steve to the Oncorus team. He is uniquely qualified to help steer the strategic growth of our company at this pivotal timepoint,” said Theodore (Ted) Ashburn, M.D. Ph.D., President and CEO of Oncorus. “We continue to advance the Phase 1 study of our lead viral immunotherapy candidate, ONCR-177, and progress our earlier stage viral immunotherapy candidates toward candidate nomination, including our innovative synthetic virus candidates. We believe that our infrastructure, organization and internal processes are poised for significant expansion in the coming months. Having Steve architect this evolution is an obvious choice.”

Mr. Harbin commented, “I am excited to join the Oncorus team at this exciting time in the company’s journey. It takes good science, good people and good business to develop and grow a leading biotech, and I have found them all here at Oncorus. The promise of Oncorus’ two novel viral immunotherapy platforms is now transitioning to a key operational scale-up phase as the company’s pipeline advances. I believe I can make a significant impact and execute the ambitious growth strategy Ted and the Oncorus Board have articulated, including the buildout of the company’s manufacturing capabilities.”

Mr. Harbin brings more than 30 years of diverse operational experience in biotech, pharmaceuticals and in-vitro diagnostics. He has served in a variety of senior business and operational leadership roles, including 15 years at the executive committee level, for both publicly and privately held companies based in Europe and the U.S. Most recently, Mr. Harbin served as a consultant to several early stage biotech companies in the Cambridge community, providing strategic counsel related to operational scale-up challenges.

Prior to that, Mr. Harbin served in several executive committee roles at Moderna, Inc. for six years as a Senior Vice President, joining the company when it was still at an early phase. Throughout his tenure at Moderna, Mr. Harbin was a key driver of the company’s successful growth strategy, overseeing clinical and non-clinical manufacturing operations, supply chain, facilities and human resources. Mr. Harbin retired from Moderna in 2019, shortly after the company’s initial public offering.

Before joining Moderna, Mr. Harbin was based in France and held the position of Senior Vice President, Global Operations at bioMérieux SA, where he managed over 3,500 employees responsible for multiple highly-regulated global functions, including regulatory, information technology, internal control and quality, and all 15 of the company's global manufacturing sites. In addition to his operational duties, Mr. Harbin also held two board-level positions in joint ventures in Japan and China.

Earlier in his career, Mr. Harbin held multiple leadership roles within Eli Lilly and Company globally, where his responsibilities spanned a variety of business and operations functions, including finance, manufacturing, sales, human resources and people development.

### **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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