

---

---

**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 15, 2021**

---

**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**  
(IRS 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<br>each class                            | Trading<br>Symbol | Name of each exchange<br>on which registered |
|---|-------------------|--|
| <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.

---

---

**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 June 16, 2021, upon the recommendation of its Nominating and Corporate Governance Committee (the “**Nominating Committee**”), the Board of Directors (the “**Board**”) of Oncorus, Inc. (the “**Company**”) appointed Eric H. Rubin, M.D. to fill a vacancy on the Board and to serve as a Class II director, effective as of June 16, 2021. Dr. Rubin will serve for the term expiring at the Company’s 2022 annual meeting of stockholders (the “**2022 Annual Meeting**”), 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 Dr. Rubin to serve as a member of the Nominating Committee, with such appointment also effective on June 16, 2021. Dr. Rubin was not selected as a director pursuant to any arrangements or understandings with the Company or with any other person.

Dr. Rubin, 62, has served as a Senior Vice President of Oncology of Merck & Co., Inc. (“**Merck**”), a publicly traded biopharmaceutical company, since January 2018, where he oversees development of Merck’s early oncology pipeline and translational oncology research activities. Prior to that position, Dr. Rubin was Vice President of Oncology at Merck, overseeing clinical oncology development from April 2008 until January 2018. Dr. Rubin brings an academic and industry career in cancer drug development, including serving as Director of the Investigational Therapeutics Division at the Cancer Institute of New Jersey from 1998 to 2008 and as a faculty member at several institutions, including the Dana-Farber Cancer Institute from 1992 to 1995, and currently as an adjunct professor in the Departments of Medicine and Pharmacology, Robert Wood Johnson Medical School, University of Medicine and Dentistry of New Jersey, a position he has held since 2008. In addition, Dr. Rubin is currently the Co-Chair of the Cancer Steering Committee of the Biomarkers Consortium, a public-private research partnership managed by the Foundation for the National Institutes of Health, a position he has held since 2015, and a member of the Science Policy and Governmental Affairs Committee for the American Association for Cancer Research, a position he has held since 2014. Dr. Rubin was also previously a member of the National Cancer Moonshot Initiative Blue Ribbon Panel Working Group on Expanding Clinical Trials in 2016. He has an M.D. from the University of South Florida and a B.S. in Mathematics from Tulane University.

In accordance with the Company’s compensation policy for non-employee directors, upon his commencement of service as a director, Dr. Rubin was granted an initial stock option award to purchase 25,000 shares of the Company’s common stock with an exercise price of \$16.55 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 thirty-sixth (1/36th) of the shares shall vest each month commencing on July 16, 2021 until such shares have vested on the third anniversary of the date of grant, subject to Dr. Rubin’s continuous service (as such term is defined in the Company’s 2020 Equity Incentive Plan (the “**Plan**”), through each applicable vesting date. Additionally, Dr. Rubin will be entitled to receive compensation for his service as a non-employee director in accordance with the Company’s director compensation policy, including an annual retainer of \$35,000 per year 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 Dr. Rubin’s term as a director continues (beginning with the 2022 Annual Meeting), Dr. Rubin 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 year from the grant date, subject to his continuous service through each applicable vesting date.

The Company has entered into its standard form of indemnification agreement with Dr. Rubin, the form of which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1, filed with the Securities and Exchange Commission on September 11, 2020.

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

(e) *Compensatory Grant*

On June 15, 2021, the Compensation Committee of the Board reviewed the performance of Steve Harbin, the Company's Chief Operating Officer and Chief of Staff. After its review and evaluation of Mr. Harbin's performance along with review of compensatory arrangements of other similarly situated companies in its peer group and discussion with its compensation consultant, the Compensation Committee determined it was in the best interest of the Company and its stockholders to grant Mr. Harbin a special equity award, consisting of an option to purchase 87,125 shares of the Company's common stock with an exercise price of \$16.79 per share, which was the closing price of the Company's common stock on the Nasdaq Global Market on the date of grant. The option will vest and become exercisable as follows: one fourth (1/4th) of the shares shall vest on June 15, 2022, and one thirty-sixth (36th) of the remaining shares subject to the option shall vest each month thereafter, subject to Mr. Harbin's continuous service (as such term is defined in the Plan) through each applicable vesting date.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On June 16, 2021, the Company held its 2021 annual meeting of stockholders (the "**2021 Annual Meeting**"), at which a quorum was present. At the 2021 Annual Meeting, the stockholders of the Company voted on the following two proposals: (1) to elect two nominees for director to hold office until the Company's 2024 annual meeting of stockholders ("**Proposal 1**"), and (2) to ratify the selection by the Audit Committee of the Board of Ernst & Young LLP, as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2021 ("**Proposal 2**"). The final results of the voting on each proposal are set forth below.

**Proposal 1 – Election of Directors**

The Company's stockholders elected the two persons listed below as directors, each to serve until the Company's 2024 annual meeting of stockholders and until their respective successors are duly elected and qualified. The votes cast were as follows:

| <u>Nominee</u>                      | <u>For</u> | <u>Withheld</u> | <u>Broker Non-Votes</u> |
|-------------------------------------|------------|-----------------|-------------------------|
| Theodore (Ted) Ashburn, M.D., Ph.D. | 9,286,525  | 2,287,759       | 3,157,917               |
| Scott Canute                        | 11,476,495 | 97,789          | 3,157,917               |

There were no abstentions with respect to Proposal 1.

**Proposal 2 – Ratification of the Selection by the Audit Committee of the Board of Ernst & Young LLP as the Independent Registered Public Accounting Firm of the Company for its Fiscal Year Ending December 31, 2021.**

The Company's stockholders approved Proposal 2. The votes cast were as follows:

| <u>For</u> | <u>Against</u> | <u>Abstain</u> |
|------------|----------------|----------------|
| 14,690,399 | 31,862         | 9,940          |

There were no broker non-votes with respect to Proposal 2.

**Item 7.01 Regulation FD Disclosure.**

On June 17, 2021, the Company issued a press release announcing the appointment of Dr. Rubin 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 (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 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<br/>No.</u> | <u>Description</u>                                 |
|------------------------|--|
| 99.1                   | <a href="#">Press Release dated June 17, 2021.</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: June 21, 2021



### **Oncorus Appoints Eric Rubin, M.D. to its Board of Directors**

— *Renowned academic and industry leader brings deep expertise in oncology translational research and drug development, including pioneering work at Merck on KEYTRUDA® (pembrolizumab)* —

**CAMBRIDGE, Mass. – June 17, 2021** — 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 Eric Rubin, M.D. to its Board of Directors. Dr. Rubin brings to Oncorus an expansive 30-year academic and industry career in cancer drug development, including his oncology leadership roles at Merck, known as MSD outside of the United States and Canada, where he currently serves as Senior Vice President of Global Clinical Oncology. As previously announced, the terms of Robert Kirkman, M.D. and Cameron Wheeler, Ph.D. as members of Oncorus' Board of Directors ended upon the conclusion of the company's annual meeting of stockholders held on June 16, 2021.

"We are thrilled to welcome Eric to our Board as we progress our pipeline of viral immunotherapies engineered for systemic activity," said Theodore (Ted) Ashburn, M.D., Ph.D., President and CEO of Oncorus. "We look forward to the initial readout later this year from our ongoing Phase 1 clinical study of ONCR-177, our lead oncolytic Herpes Simplex Virus (oHSV) candidate, and we are continuing to advance our recently nominated novel Synthetic viral RNA (vRNA) Immunotherapy candidates toward the clinic. Eric's contributions to the oncology field, including his pioneering work at Merck in immuno-oncology, has truly helped transform the care of cancer patients. We look forward to his insights and guidance as we work with urgency to realize the full potential of viral immunotherapies for cancer patients."

Dr. Ashburn continued, "On behalf of the entire Oncorus team, I would also like to extend my sincere gratitude to Bob and Cam for their service on and many contributions to our Board and our company."

Oncorus is advancing a portfolio of intratumorally (iTU)- and intravenously (IV)-administered viral immunotherapies for multiple solid tumor indications with significant unmet needs based on its oHSV and Synthetic vRNA Immunotherapy Platforms. Oncorus is currently conducting a Phase 1 clinical trial of ONCR-177, an iTU-administered oHSV viral immunotherapy, for the treatment of solid tumors, both as a monotherapy and in combination with Merck's anti-PD-1-therapy, KEYTRUDA® (pembrolizumab). ONCR-177 uniquely retains the ability to avoid interferon challenge and is armed with five immune-modulatory payloads. With its lead IV-administered Synthetic vRNA Immunotherapy candidates, ONCR-021 and ONCR-788, Oncorus' pioneering IV-administered approach involves encapsulating the genomes of RNA viruses known to kill cancer cells (i.e., oncolytic viruses, or OV) in a lipid nanoparticle, or LNP, creating a Synthetic vRNA Immunotherapy. ONCR-021 encodes an optimized strain of Coxsackievirus A21 (CVA21), and ONCR-788 encodes a modified version of the Seneca Valley Virus (SVV).

“Despite the remarkable progress we’ve made against certain cancers, there is still a great deal of work ahead of us to help more cancer patients and save more lives,” said Dr. Rubin. “Viral immunotherapies hold significant promise to be an important immuno-oncology tool that enables us to treat many types of cancer more effectively. However, their potential has been limited thus far by certain challenges. Oncorus has engineered highly innovative technologies into both of its platforms, which may enable the oncolytic virus modality to finally achieve its cancer-fighting and life-saving potential for patients. I look forward to collaborating with Ted and the Oncorus team on this important work.”

Beginning his oncology career in academia, Dr. Rubin served as a faculty member at the Dana-Farber Cancer Institute and then as a senior leader of the Cancer Institute of New Jersey, where he was Director of the Investigational Therapeutics Division. His research efforts focused on mechanisms of resistance to DNA topoisomerase-targeting drugs and his laboratory cloned TOPORS, a novel topoisomerase I- and p53-interacting tumor suppressor gene. In 2008, Dr. Rubin was recruited to Merck to lead the clinical oncology development team. Under his leadership, the clinical oncology group underwent a transformational change to realize the potential of cancer immunotherapy. He led the initial development of the anti-PD-1 antibody pembrolizumab (KEYTRUDA®), which was the first anti-PD-1 therapy approved in the U.S., and in the identification of the significant activity of this breakthrough therapeutic across several cancer types. In 2014, Dr. Rubin was asked to head up Oncology Early Development for Merck, and in this role he oversees development of a promising and expansive early pipeline, as well as translational oncology research activities.

Dr. Rubin has authored over 100 original, peer-reviewed publications and book chapters related to oncology translational research, clinical trials, and drug development. He has served frequently as a member of National Cancer Institute and American Cancer Society study sections, as well as on program committees for the American Association of Cancer Research (AACR) and the American Society of Clinical Oncology. He is a co-chair of the Cancer Steering Committee of the Biomarkers Consortium, Foundation of the National Institute of Health, a member of the Science Policy and Governmental Affairs Committee for AACR, and was a member of the National Cancer Moonshot Initiative/Blue Ribbon Panel Working Group on Expanding Clinical Trials.

### **Upcoming Synthetic vRNA Immunotherapy Investor Event**

Oncorus will host a virtual investor event on Monday, June 21, 2021 from 1:00 pm to 2:30 pm ET to discuss details surrounding its Synthetic vRNA Immunotherapy Platform and its lead Synthetic vRNA Immunotherapy clinical candidates, ONCR-021 and ONCR-788. Leena Ghandi, M.D., Ph.D., Director, [Center for Cancer Therapeutic Innovation](#) at the Dana-Farber Cancer Institute, will be a featured speaker. For more information or to RSVP for the event, please contact Josh Rauch at [jrauch@soleburytrout.com](mailto:jrauch@soleburytrout.com).

Click [here](#) to read a white paper published by Oncorus’ leadership on the company’s Synthetic vRNA Immunotherapy Platform and lead candidates, ONCR-021 and ONCR-788. Click [here](#) to read Oncorus’ press release announcing its recent nomination of ONCR-021 and ONCR-788.

### **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 (iT<sub>u</sub>) and intravenously (IV) administered viral immunotherapies for multiple indications with significant unmet need based on our oncolytic Herpes Simplex Virus (oHSV) and Synthetic viral RNA (vRNA) Immunotherapy Platforms.

Designed to deliver next-generation viral immunotherapy impact, our oHSV platform improves upon key characteristics of this therapeutic class to enhance systemic activity. Our lead oHSV program, ONCR-177, is designed to be directly administered into a tumor, resulting in high local concentrations of the therapeutic agent and its five encoded transgenes, as well as low systemic exposure to the therapy, which we believe could potentially limit systemic toxicities. Our pioneering Synthetic vRNA Immunotherapy Platform involves a highly innovative, novel combination of RNA- and oncolytic virus-based modalities to realize the potential of RNA medicines for cancer. Our lead IV-administered Synthetic vRNA clinical candidates, ONCR-021 and ONCR-788, are both currently in IND-enabling studies.

Please visit [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 the evolving immuno-oncology landscape, the potential of Oncorus' Synthetic vRNA Immunotherapy Platform; preclinical and clinical development of ONCR-021 and ONCR-788, including expectations regarding timelines for filing INDs, as well as the product candidates' therapeutic potential and clinical benefits, mechanism of action and the utility; and expectations regarding manufacturing capabilities, including the buildout timeline of Oncorus' viral immunotherapy clinical manufacturing facility. 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 risk that the results of preclinical studies and clinical trials may not be predictive of future results in connection with future clinical trials; Oncorus' ability to successfully demonstrate the safety and efficacy of ONCR-021 and ONCR-788; Oncorus' ability to secure adequate quantities of viral immunotherapies manufactured in accordance with regulatory requirements; the expansion of Oncorus' in-house manufacturing capabilities; the adequacy of Oncorus' cash resources and availability of financing on commercially reasonable terms; 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' Annual Report on Form 10-K for the year ended December 31, 2020, filed with the Securities and Exchange Commission on March 10, 2021, 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' 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.

---

**Investor Contact:**

Alan Lada

Solebury Trout

617-221-8006

[alada@soleburytrout.com](mailto:alada@soleburytrout.com)

**Media Contact:**

Liz Melone

[liz.melone@oncorus.com](mailto:liz.melone@oncorus.com)