
**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): August 13, 2020

Stoke Therapeutics, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38938
(Commission
File Number)

47-114582
(I.R.S. Employer
Identification No.)

45 Wiggins Ave
Bedford, Massachusetts
(Address of principal executive offices)

01730
(Zip Code)

Registrant's telephone number, including area code: (781) 430-8200

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:

- 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, \$0.0001 par value per share	STOK	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

(d) On August 13, 2020, following the recommendation of the Nominating and Corporate Governance Committee, the Board of Directors (the “Board”) of Stoke Therapeutics, Inc. (“Stoke” or the “Company”) elected Garry Menzel, Ph.D., to serve on the Board as a Class I director and as a member of the Compensation Committee, effective immediately. Dr. Menzel shall hold office for a term expiring at the 2023 Annual Meeting of Stoke’s stockholders, which is the next stockholder meeting at which Class I directors will be elected. There is no arrangement or understanding between Dr. Menzel and any other persons pursuant to which Dr. Menzel was selected as a director. Dr. Menzel is not a party to and does not have any direct or indirect material interest in any transaction with Stoke required to be disclosed under Item 404(a) of Regulation S-K. The Board determined that Dr. Menzel qualifies as an independent director pursuant to the Securities Act of 1933, as amended and the listing standards of the Nasdaq Stock Market, in each case as currently in effect. Dr. Menzel also entered into Stoke’s standard form of indemnity agreement for its directors and executive officers, which was filed as Exhibit 10.1 to Stoke’s S-1 Registration Statement, as filed with the Securities and Exchange Commission on June 7, 2019.

In connection with his appointment to the Board, and in accordance with the Company’s non-employee director compensation program, Dr. Menzel will receive an annual cash retainer of \$35,000 for serving on the Board and a \$5,000 annual cash retainer in connection with his service on the Compensation Committee. In addition, in accordance with the Company’s 2019 Equity Incentive Plan (the “Plan”), on the effective date of his appointment, Dr. Menzel will be granted an initial stock option to purchase 29,555 shares of the Company’s common stock, which will vest in twelve substantially equal quarterly installments on each quarterly anniversary of the date of grant. Dr. Menzel will also be entitled to an annual stock option grant in accordance with the Plan.

On August 17, 2020, the Company issued a press release regarding Dr. Menzel’s appointment, which is included as Exhibit 99.1 to this Form 8-K. The information in Exhibit 99.1 is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in Exhibit 99.1 shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release dated August 17, 2020

SIGNATURE

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.

STOKE THERAPEUTICS, INC.

Date: August 17, 2020

By: /s/ Robin A. Walker
Robin A. Walker
**Senior Vice President, Chief Legal Officer and
Chief Compliance Officer**

Stoke Therapeutics Announces Appointment of Garry E. Menzel, Ph.D., to its Board of Directors

Dr. Menzel brings significant leadership in the global healthcare sector

BEDFORD, Mass., August 17, 2020 — Stoke Therapeutics, Inc., (Nasdaq: STOK), a biotechnology company pioneering a new way to treat the underlying cause of genetic diseases by precisely upregulating protein expression, today announced the appointment of Garry E. Menzel, Ph.D., to both its Board of Directors and Compensation Committee.

“Garry brings more than 25 years of executive management experience in the global healthcare sector, including senior leadership roles at TCR² Therapeutics, DaVita Healthcare, and Regulus Therapeutics. His training as a scientist along with his deep financial and operational expertise in life sciences will make him an important resource for the Stoke team, especially now that we are a clinical stage company following the start of our Phase 1/2a clinical trial in Dravet syndrome and as we work to expand the pipeline using our TANGO platform,” said Edward M. Kaye, M.D., Chief Executive Officer of Stoke Therapeutics.

“As a long-serving board member of the Epilepsy Foundation, I have learned how challenging epilepsy can be, particularly for people who are living with severe genetic epilepsies like Dravet syndrome and their families,” said Dr. Menzel. “The pace of discovery and innovation in this space is gathering momentum and patients are in dire need of creative therapies such as those being developed by Stoke. I look forward to working with Ed and his team to further their efforts not only with Dravet syndrome but also expanding use of TANGO to other severe genetic diseases.”

Dr. Menzel currently serves as President and Chief Executive Officer of TCR² Therapeutics Inc. (Nasdaq: TCRR), a clinical stage oncology company with three novel immunotherapies for solid tumors and hematological malignancies. He is a co-founder of Black Diamond Therapeutics, Inc. (Nasdaq: BDTX), a clinical stage oncology company, where he continues to serve on the Board of Directors. Dr. Menzel previously served as Chief Financial Officer of DaVita Healthcare Partners (NYSE: DVA), which at the time operated one of the largest networks of kidney dialysis centers and primary care physician practices in the United States. Prior to that, Dr. Menzel served as Chief Operating Officer at microRNA therapy company Regulus Therapeutics, Inc. (Nasdaq: RGLS). He began his career in the banking industry, starting as a consultant at Bain & Company and subsequently held global leadership roles running the biotechnology practices at Goldman Sachs and Credit Suisse where he advised on more than \$100 billion in strategic transactions.

Outside of his corporate board positions, Dr. Menzel serves on the National Board of the Epilepsy Foundation, and previously served on the Board of Directors of the Institute for Systems Biology and the Board of Directors of the University of California, San Francisco (UCSF) School of Pharmacy. Dr. Menzel holds a Ph.D. in Biochemistry and Molecular Biology from St. John’s College, University of Cambridge, a Master of Business Administration from Stanford University and a Bachelor of Science in Biochemistry from the Imperial College of Science and Technology.

About Stoke Therapeutics

Stoke Therapeutics, Inc. (Nasdaq: STOK), is a biotechnology company pioneering a new way to treat the underlying causes of severe genetic diseases by precisely upregulating protein expression to restore target proteins to near normal levels. Stoke aims to develop the first precision medicine platform

to target the underlying cause of a broad spectrum of genetic diseases in which the patient has one healthy copy of a gene and one mutated copy that fails to produce a protein essential to health. These diseases, in which loss of approximately 50% of normal protein expression causes disease, are called autosomal dominant haploinsufficiencies. The company's lead investigational new medicine is STK-001, a proprietary antisense oligonucleotide (ASO) that has the potential to be the first disease-modifying therapy to address the genetic cause of Dravet syndrome, a severe and progressive genetic epilepsy. Stoke is headquartered in Bedford, Massachusetts with offices in Cambridge, Massachusetts. For more information, visit <https://www.stoketherapeutics.com/> or follow the company on Twitter at [@StokeTx](https://twitter.com/StokeTx).

Cautionary Note Regarding Forward-Looking Statements

This press release contains "forward-looking" statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to: our expectation about timing and execution of anticipated milestones and timing thereof; the expansion of our pipeline and the use of the TANGO platform to other genetic diseases and our ability to use study data to advance the development of STK-001; the ability of STK-001 to treat the underlying causes of Dravet syndrome; and the ability of TANGO to design medicines to increase protein production and the expected benefits thereof. These forward-looking statements may be accompanied by such words as "aim," "anticipate," "believe," "could," "estimate," "expect," "forecast," "goal," "intend," "may," "might," "plan," "potential," "possible," "will," "would," and other words and terms of similar meaning. These forward-looking statements involve risks and uncertainties, as well as assumptions, which, if they do not fully materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. These statements involve risks and uncertainties that could cause actual results to differ materially from those reflected in such statements, including: our ability to develop, obtain regulatory approval for and commercialize STK-001 and future product candidates; the timing and results of preclinical studies and clinical trials; the risk that positive results in a clinical trial may not be replicated in subsequent trials or success in early stage clinical trials may not be predictive of results in later stage clinical trials; risks associated with clinical trials, including our ability to adequately manage clinical activities, unexpected concerns that may arise from additional data or analysis obtained during clinical trials; regulatory authorities may require additional information or further studies, or may fail to approve or may delay approval of our drug candidates; the occurrence of adverse safety events; failure to protect and enforce our intellectual property, and other proprietary rights; failure to successfully execute or realize the anticipated benefits of our strategic and growth initiatives; risks relating to technology failures or breaches; our dependence on collaborators and other third parties for the development, regulatory approval, and commercialization of products and other aspects of our business, which are outside of our full control; risks associated with current and potential delays, work stoppages, or supply chain disruptions caused by the coronavirus pandemic; risks associated with current and potential future healthcare reforms; risks relating to attracting and retaining key personnel; failure to comply with legal and regulatory requirements; risks relating to access to capital and credit markets; environmental risks; risks relating to the use of social media for our business; and the other risks and uncertainties that are described in the Risk Factors section of our most recent annual or quarterly report and in other reports we have filed with the U.S. Securities and Exchange Commission. These statements are based on our current beliefs and expectations and speak only as of the date of this press release. We do not undertake any obligation to publicly update any forward-looking statements.

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