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): February 25, 2022

Neoleukin Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-36327**	**98-0542593**
(State or other jurisdiction of incorporation or organization)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

188 East Blaine Street, Suite 450
Seattle, Washington 98102
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (866) 245-0312

N/A
(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(s)**	**Name of each exchange on which registered**
Common Stock, $0.000001 par value	**NLTX**	**The Nasdaq Global 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.

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Item 2.02 Results of Operations and Financial Condition

On March 1, 2022, Neoleukin Therapeutics, Inc. (the "Company") issued a press release announcing financial results for the year ended December 31, 2021. The full text of the press release announcing such results is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in Item 2.02 in this current report on Form 8-K and in Exhibit 99.1 attached hereto is being furnished, but shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended ("Exchange Act"), and is not incorporated by reference into any filing of the Company 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.

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

Director Appointment

On February 25, 2022, upon the recommendation of the Nominating and Corporate Governance Committee (the "***Governance Committee***") of the Board of Directors (the "***Board***") of Neoleukin Therapeutics, Inc. (the "***Company***"), the Board appointed Rohan Palekar as a Class III director, a member of the Audit Committee of the Board (the "***Audit Committee***"), and a member of the Compensation Committee of the Board (the "***Compensation Committee***"), effective as of March 2, 2022 (the "***Effective Date***").

Mr. Palekar, age 56, has served as Chief Executive Officer and director of 89Bio, Inc., a biopharmaceutical company since June 2018. From December 2015 to July 2017, Mr. Palekar served as President and Chief Executive Officer of Avanir Pharmaceuticals, Inc., a specialty pharmaceutical company, where he led the company following its acquisition by Otsuka Pharmaceutical Co., Ltd. in 2015. Mr. Palekar held several positions at Avanir from March 2012 to March 2015, Chief Operating Officer and Chief Commercial Officer. From 2008 to 2011, Mr. Palekar served as Chief Commercial Officer for Medivation, Inc., a biopharmaceutical company, where he was responsible for all commercial activities, chemistry, manufacturing and controls, medical affairs and public relations functions. Prior to Medivation, Mr. Palekar spent over 16 years at Johnson & Johnson, a diversified healthcare company, in various senior commercial and strategic management roles. Since 2018, he has served as a trustee for Aim High for High School, a non-profit educational institution, and currently serves as Chairman of the Board of Trustees. Mr. Palekar earned his M.B.A. from the Tuck School of Business at Dartmouth College, his B.Com. in Accounting from the University of Mumbai and his L.L.B. from the University of Mumbai. Mr. Palekar is also a certified Chartered Accountant and a Cost and Management Accountant.

In connection with his appointment to the Board, and in accordance with the Company's current director compensation policy, Mr. Palekar will receive cash compensation for serving on the Board, and the Board granted Mr. Palekar non-incentive stock options (the "***Options***") to purchase up to 50,000 shares of the Company's common stock under the terms of the Company's Amended and Restated 2014 Equity Incentive Plan, with such Options vesting annually over three years, beginning on the Effective Date, subject, however, to Mr. Palekar's service to the Company on each vesting date.

The Company will enter into an indemnification agreement with Mr. Palekar in the form that it has entered into with its other directors and that is filed as Exhibit 10.5 to the Company's registration statement on Form S-1 (File No. 333-193615).

Resignation and Appointment of Members of Committees of the Board

On February 25, 2022, in connection with Mr. Palekar's appointment, the Board accepted the resignation of Lewis T. "Rusty" Williams as a member of the Board and its committees, effective as of the Effective Date.

Also on February 25, 2022, the Board appointed Martin Babler, a member of the Board, to serve as Chairperson of the Compensation Committee, effective as of the Effective Date.

Following the Effective Date, the committees of the Board will be comprised as follows:

Audit Committee…….	Todd Simpson (Chairperson) Erin Lavelle Rohan Palekar
Compensation Committee……..	Martin Babler (Chairperson) M. Cantey Boyd Rohan Palekar
Governance Committee…….....	Sarah B. Noonberg (Chairperson) M. Cantey Boyd Erin Lavelle

Appointment of Officers

On February 25, 2022, the Board appointed Jonathan Drachman, the Company's Chief Executive Officer, as the Company's Principal Financial Officer, effective on March 2, 2022 (the "***Appointment Date***"). Also on February 25, 2022, the Board appointed Sean Smith, the Company's VP, Finance and Controller, as the Company's Principal Accounting Officer, effective on the Appointment Date.

Additional information required by Items 401(b), (d), and (e) and Item 404(a) of Regulation S-K regarding Dr. Drachman is previously reported in the Company's Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Securities and Exchange Commission ("***SEC***") on March 1, 2022, and the Company's Definitive Proxy Statement for its 2021 Annual Meeting of Stockholders on Schedule 14A filed with the SEC on March 31, 2021, which information is incorporated by reference in this Form 8-K.

Mr. Smith, age 36, has served as the Company's VP, Finance and Controller since February 2022, and previously served as its Controller from October 2019 to February 2022. From April 2017 to August 2019, Mr. Smith was at Aptevo Therapeutics Inc., a biotechnology company, where he served as Senior Manager, Accounting, and most recently as the Director of Accounting. Prior to that, Mr. Smith held various accounting, auditing, and financial reporting leadership roles at a public company within the telecommunications industry and at KPMG. Mr. Smith holds a Bachelor of Science in Accounting and a Master of Science in Accounting, both from the University of North Texas, and a Master of Business Administration from the University of Washington. Mr. Smith is also a Certified Public Accountant.

In connection with Mr. Smith's appointment as Principal Accounting Officer and VP, Finance and Controller, the Board approved (i) an increase of his annual base salary to $315,000, (ii) an increase of his target bonus to 30%, and (iii) an option grant to purchase up to 80,000 shares of the Company's common stock (the "***Option Award***") with 1/4th of the shares underlying the Option Award vesting and becoming exercisable on the one-year anniversary of the Appointment Date, and 1/48th of the shares underlying the Option Award vesting and becoming exercisable on a monthly basis thereafter.

The foregoing summary of the material terms of the employment agreement with Mr. Smith described above does not purport to be complete and is qualified in its entirety by reference to the full text of his employment agreement, which will be filed with the Company's Quarterly Report on Form 10-Q for the fiscal quarter ending March 31, 2022.

The Company will enter into an indemnification agreement with Mr. Smith in the form that it has entered into with its other directors and that is filed as Exhibit 10.5 to the Company's registration statement on Form S-1 (File No. 333-193615).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Number	**Description**
99.1	Press Release of Neoleukin Therapeutics, Inc. dated March 1, 2022
104	Cover Page Interactive Data File (formatted as Inline XBRL)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 1, 2022

Neoleukin Therapeutics, Inc.
By: /s/ Jonathan Drachman
Name: Jonathan Drachman
Title: President and Chief Executive Officer

Neoleukin Therapeutics Announces Year End 2021 Financial Results and Corporate Update

– Interim data from NL-201 Phase 1 trial for patients with relapsed and refractory solid tumors anticipated in the second half of 2022 –

– $142.5 million in cash and cash equivalents expected to provide runway into the second half of 2023 –

– Appointment of Rohan Palekar to Board of Directors –

– Company to host conference call today, March 1, 2022 at 1:30 p.m. PT / 4:30 p.m. ET –

SEATTLE, Washington, March 1, 2022 – Neoleukin Therapeutics, Inc., "Neoleukin" (NASDAQ:NLTX), a biopharmaceutical company utilizing sophisticated computational methods to design *de novo* protein therapeutics, today announced financial results and a corporate update for the year ended December 31, 2021.

"We've made significant strides in 2021 that will drive our efforts in 2022, including the start of clinical development for NL-201, the generation of preclinical findings supporting NL-201's activity in different indications and combinations, and highlighting new avenues for *de novo* protein design candidates and potential applications to expand our development pipeline," said Jonathan Drachman, M.D., Chief Executive Officer of Neoleukin. "In 2022, we look forward to reporting interim data from our Phase 1 trial of NL-201, beginning a combination trial of NL-201 with pembrolizumab, initiating a Phase 1 trial of NL-201 in hematologic malignancies and continuing to pursue exciting avenues for additional *de novo* protein candidates."

NL-201 Clinical Development Update

NL-201 is a computationally designed *de novo* protein that is a mimetic of natural cytokines IL-2 and IL-15 designed to expand cancer-fighting CD8 T cells and natural killer (NK) cells without a bias toward cells expressing the IL-2 receptor alpha subunit (CD25). NL-201 is currently in a Phase 1 clinical trial for patients with relapsed and refractory solid tumors to assess safety, pharmacokinetics, pharmacodynamics, immunogenicity, and antitumor activity. The open label Phase 1 trial of NL-201 is active at participating sites in the United States, Australia and Canada. Enrollment in the trial is progressing. Dose escalation is currently underway and will continue through 2022. Interim data is expected to be reported in the second half of 2022.

In January 2022, Neoleukin announced a clinical trial collaboration and supply agreement with Merck (known as MSD outside the United States and Canada). The agreement will allow for the evaluation of safety and efficacy of Neoleukin's NL-201 in combination with Merck's anti-PD-1 therapy KEYTRUDA® (pembrolizumab) in an ongoing Phase 1 trial. Neoleukin will evaluate NL-201 plus pembrolizumab as part of the company's ongoing Phase 1 trial in patients with advanced, relapsed or refractory solid tumors. Up to 132 patients will be enrolled in the combination arm of the study. The trial is assessing safety, pharmacokinetics, pharmacodynamics, immunogenicity, and antitumor activity.

In December 2021, Neoleukin announced the presentation of preclinical data on NL-201 in multiple myeloma at the 63RD American Society of Hematology (ASH) Annual Meeting and Exposition. Additionally, a published abstract in Blood reported on NL-201 antitumor activity in preclinical studies of non-Hodgkin lymphoma. The preclinical multiple myeloma data, demonstrate the ability of NL-201 to prevent relapse in murine myeloma models following autologous stem cell transplant. Experimental results indicate that anti-myeloma activity is mediated by expansion of cytotoxic memory CD8 T cells and a decrease in T-regulatory CD4 cells in the bone marrow. Furthermore, NL-201 treated mice had an increase in bone marrow T-cells expressing granzyme B and a decrease in the T-cell exhaustion phenotype. Neoleukin believes that these findings support the further evaluation of NL-201 in hematologic malignancies.

In November 2021, Neoleukin announced the presentation of four abstracts highlighting new preclinical data on NL-201 at the Society for Immunotherapy of Cancer's 36TH Annual Meeting (SITC 2021). The presentation highlighted preclinical data on NL-201 alone and in several combination regimens. New data demonstrated that NL-201 can activate the tumor microenvironment and increase T-cell receptor diversity in preclinical models. Findings also indicated that local, intratumoral administration of NL-201 can control both the injected and distant tumors with improved tolerability compared to systemic administration in preclinical models.

Board of Directors Transition

Neoleukin today announced the appointment of Rohan Palekar, Chief Executive Officer of 89bio, Inc. (NASDAQ:ETNB), to Neoleukin's Board of Directors, and the departure of Lewis "Rusty" Williams, MD, PhD, from the board. Mr. Palekar's career in the biopharmaceuticals industry spans more than 30 years, and he brings extensive strategic and operational experience spanning commercial and research and development functions.

Mr. Palekar has served as the CEO of 89bio since June 2018. Prior to that, Mr. Palekar served as President and CEO of Avanir Pharmaceuticals after a series of leadership roles in commercial and operations. Prior to Avanir, Mr. Palekar served as the Chief Commercial Officer of Medivation. Earlier in his career, Mr. Palekar spent 16 years at Johnson & Johnson in various senior commercial and strategic management roles including worldwide VP of Immunology. Mr. Palekar holds an MBA from the Amos Tuck School of Business Administration at Dartmouth College, a Chartered Accountant certification, and degrees in law and accounting from the University of Bombay.

Other Discovery Stage Efforts

In November 2021, Neoleukin delivered an oral presentation at the American College of Rheumatology Annual highlighting development of a potent and hyperstable computationally designed protein, Neo-5171, that blocks signaling by endogenous IL-2 and IL-15 with potential applications in inflammatory and autoimmune disorders. Neo-5171 is currently in the discovery development stage.

In addition to Neo-5171, Neoleukin's discovery stage pipeline includes a Treg agonist targeting autoimmune and inflammatory conditions and a next- generation IL-2 / IL-15 agonist for oncology indications.

Summary of Financial Results

Cash Position: Cash and cash equivalents totaled $142.5 million as of December 31, 2021, compared to $192.6 million as of December 31, 2020.

Based upon current internal infrastructure and pipeline initiatives, Neoleukin believes it has sufficient cash to fund operations into the second half of 2023.

R&D Expenses: Research and development expenses for the year ended 2021 increased to $39.2 million from $24.3 million for the year ended 2020. The increase was primarily due to increased expenses incurred from clinical trial activities related to Neoleukin's lead product candidate, NL-201, personnel-related costs, and in connection with the advancement of other Neoleukin technologies. The increase was also due to facility-related costs associated with the build-out of Neoleukin's new headquarters and laboratory in Seattle, Washington.

G&A Expenses: General and administrative expenses for the year ended 2021 increased to $21.5 million from $17.2 million for the year ended 2020. The increase was primarily due to increases in personnel-related costs.

Gain on Sale of Aquinox Canada: The gain in the year ended 2020 relates to the sale of Aquinox Canada, a wholly owned subsidiary of Neoleukin. The gain of $7.8 million recognized was the total consideration of $8.2 million, less transaction costs of $0.4 million.

Net Loss: Net loss for the year ended 2021 was $60.7 million compared to a net loss of $33.3 million for the year ended 2020.

Conference Call Information

Neoleukin will host a conference call today to discuss 2021 financial results and provide a corporate update. Details as follows:

Date: March 1, 2022

Time: 1:30 p.m. Pacific / 4:30 p.m. Eastern

Toll-free: (866) 357-7878

International: (315) 625-3088

Conference ID: 8928189

Webcast URL: http://investor.neoleukin.com/events

The archived audio webcast will be available on the Investor Relations section of the Neoleukin website approximately two hours after the event and will be available for replay for at least 30 days after the event.

About NL-201

NL-201 is a de novo agonist of the IL-2 and IL-15 receptors, designed to expand cancer-fighting CD8 T cells and natural killer (NK) cells without any bias toward cells expressing the alpha receptor subunit (CD25). Previously presented preclinical data has demonstrated the ability of NL-201 to stimulate and expand CD8+ and NK cells at low doses with minimal impact on immunosuppressive regulatory T cells. Furthermore, NL-201 has demonstrated both monotherapy and combination activity across a wide range of preclinical syngeneic tumor models.

About Neoleukin Therapeutics, Inc.

Neoleukin is a biopharmaceutical company creating next generation immunotherapies for cancer, inflammation and autoimmunity using *de novo* protein design technology. Neoleukin uses sophisticated computational methods to design proteins that demonstrate specific pharmaceutical properties that provide potentially superior therapeutic benefit over native proteins. Neoleukin's lead product candidate, NL-201, is a combined IL-2 and IL-15 agonist designed to improve tolerability and activity by eliminating the alpha receptor binding interface. For more information, please visit the Neoleukin website: www.neoleukin.com.

Safe Harbor / Forward-Looking Statements

This press release contains "forward-looking" statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding the therapeutic properties and potential of the company's *de novo* protein design technology, the results of the clinical trial for NL-201, expectations regarding cash forecasts, and planned clinical and development activities and timelines. Forward-looking statements can be identified by words such as: "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. These statements are subject to numerous risks and uncertainties, including risks and uncertainties related to the company's cash forecasts, the company's ability to advance its product candidates, the receipt and timing of potential regulatory submissions, designations, approvals and commercialization of product candidates, the timing and results of preclinical and clinical trials, the timing of announcements and updates relating to the company's clinical trials and related data market conditions and further impacts of COVID-19, that could cause actual results to differ materially from what Neoleukin expects. Further information on potential risk factors that could affect Neoleukin's business and its financial results are detailed under the heading "Risk Factors" in documents the company files from time to time with the Securities and Exchange Commission (SEC), and other reports as filed with the SEC. Neoleukin undertakes no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

*KEYTRUDA® is a registered trademark of Merck Sharp & Dohme Corp., a subsidiary of Merck & Co., Inc., Kenilworth, NJ, USA.

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NEOLEUKIN THERAPEUTICS, INC.

Condensed Consolidated Balance Sheet Data

(In thousands of U.S. dollars)

	December 31 2021	December 31, 2020
Assets		
Cash and cash equivalents	$ 142,467	$ 192,556
Other current assets	1,522	1,966
Non-current assets	19,274	15,997
Total assets	$ 163,263	$ 210,519
Liabilities		
Current liabilities	$ 8,636	$ 7,889
Non-current liabilities	11,763	11,414
Total liabilities	20,399	19,303
Stockholders' equity	142,864	191,216
Total liabilities and stockholders' equity	$ 163,263	$ 210,519

NEOLEUKIN THERAPEUTICS, INC.

Condensed Consolidated Statements of Operations

(In thousands of U.S. dollars, except per share and share amounts)

	Year ended December 31, 2021	Year ended December 31, 2020
Operating loss		
Research and development	$ 39,162	$ 24,344
General and administrative	21,536	17,210
Gain on sale of Aquinox Canada	—	(7,826)
Total operating loss	60,698	33,728
Other income, net	6	451
Net loss	$ (60,692)	$ (33,277)
Net loss per common stock – basic and diluted	$ (1.10)	$ (0.64)
Basic and diluted weighted average common shares outstanding	55,041,662	51,825,022