

**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): March 27, 2024**

**THIRD HARMONIC BIO, INC.**  
(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-41498**  
(Commission  
File Number)

**83-4553503**  
(IRS Employer  
Identification No.)

**1700 Montgomery Street, Suite 210**  
**San Francisco, California**  
(Address of Principal Executive Offices)

**94111**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (209) 727-2457**

**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:

- 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, par value \$0.0001 per share	THRD	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.**

(d) On March 27, 2024, the Board of Directors (the “Board”) of Third Harmonic Bio, Inc. (the “Company”), following a recommendation from the Nominating and Governance Committee of the Board, appointed Geoff McDonough to serve as a Class III director of the Company. Mr. McDonough will serve until the earliest to occur of the Company’s 2025 annual meeting of stockholders and until his successor is duly elected and qualified, or until his death, resignation, disqualification or removal.

Mr. McDonough’s compensation will be as provided under the Company’s non-employee director compensation program (the “Non-Employee Director Compensation Program”), as described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 24, 2023.

In connection with his appointment as a non-employee director of the Board and consistent with the Non-Employee Director Compensation Program, Mr. McDonough will receive (i) a pro-rated annual retainer fee of \$40,000, which is payable quarterly, and (ii) an initial award of stock options to acquire 60,000 shares of the common stock, pursuant to the vesting schedule and terms, to be designated by the Board, subject to Mr. McDonough’s continued service as a director on the Board (the “Initial Award”).

There is no arrangement or understanding between Mr. McDonough and any other persons pursuant to which Mr. McDonough was selected as a director. Mr. McDonough is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The Company has entered into its standard form of indemnification agreement with Mr. McDonough. The form of the indemnification agreement was previously filed by the Company as Exhibit 10.10 to the Company’s Form S-1/A filed with the Securities and Exchange Commission on September 8, 2022 and is incorporated by reference herein.

**Item 7.01 Regulation FD Disclosure.**

On March 28, 2024, the Company issued a press release reflecting the matters disclosed above. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

The information furnished in Exhibit 99.1 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, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1934, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 9.01 - Financial Statements and Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release issued by Third Harmonic Bio, Inc. dated March 28, 2024</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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.

**THIRD HARMONIC BIO, INC.**

Date: March 28, 2024

By: /s/ Christopher Murphy  
Christopher Murphy  
Chief Financial and Business Officer

**Third Harmonic Bio Appoints Geoff McDonough, M.D., to its Board of Directors**

**SAN FRANCISCO, CA, March 28, 2024 (GLOBE NEWSWIRE)** — Third Harmonic Bio, Inc. (Nasdaq: THRD), a biopharmaceutical company focused on advancing the next wave of medicine for inflammatory diseases, today announced the appointment of Geoff McDonough, M.D., to its Board of Directors.

“Geoff is an outstanding addition to our board, bringing broad operational leadership and a depth of clinical and commercial experience that will benefit our work greatly as we advance our lead product candidate, THB335, into clinical trials for chronic spontaneous urticaria,” said Natalie Holles, Chief Executive Officer of Third Harmonic Bio. “Beyond his expertise, Geoff is an excellent cultural fit with our organization, bringing a passion for people development and company building as we advance Third Harmonic Bio as the recognized leader in the field of mast-cell mediated inflammatory diseases.”

Dr. McDonough is currently President and Chief Executive Officer and serves on the Board of Directors of Generation Bio Co. Prior to this role, he served as the President and Chief Executive Officer of Swedish Orphan Biovitrum AB (Sobi) from 2011 to 2017. Before Sobi, he held various senior roles at Genzyme Corporation, including the President of Genzyme Europe and Senior Vice President and General Manager of the global lysosomal storage disease business. Dr. McDonough obtained his M.D. at Harvard Medical School and completed residency training in internal medicine and pediatrics at Massachusetts General Hospital and Boston Children’s Hospital.

“Third Harmonic Bio is poised to enter the clinic with a KIT inhibitor that has the potential to make a positive impact in the lives of patients living with chronic spontaneous urticaria,” said Dr. McDonough. “I am excited to join the exceptional team at Third Harmonic Bio in working to expand the treatment landscape for mast cell disorders.”

**About Third Harmonic Bio, Inc.**

Third Harmonic Bio is a biopharmaceutical company focused on advancing the next wave of medicine for inflammatory diseases through the development of novel, highly selective, small-molecule inhibitors of KIT, a cell surface receptor that serves as the master regulator of mast cell function and survival. Early clinical studies demonstrate that KIT inhibition has the potential to revolutionize the treatment of a broad range of mast-cell-mediated inflammatory diseases, and that a titratable, oral small molecule inhibitor may provide the optimal therapeutic profile against this target. Third Harmonic Bio’s lead product candidate, THB335, is a titratable, oral small molecule inhibitor expected to enter clinical trials during the second quarter of 2024. For more information, please visit the Third Harmonic Bio website: [www.thirdharmonicbio.com](http://www.thirdharmonicbio.com).

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**Forward-Looking Statement**

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, the expected timing for clinical activities for THB335. 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 Third Harmonic Bio’s cash forecasts, ability to advance its product candidates, the receipt and timing of potential regulatory submissions, designations, approvals and commercialization of product candidates, our ability to protect our intellectual property, the timing and results of preclinical and clinical trials, changes to laws or regulations, market conditions, geopolitical events, and further impacts of pandemics or health epidemics, that could cause actual results to differ materially from what Third Harmonic Bio expects. Further information on potential risk factors that could affect Third Harmonic Bio’s business and its financial results are detailed under the heading “Risk Factors” included in Third Harmonic Bio’s Annual Report on Form 10-K for the year ended December 31, 2023, filed with the U.S. Securities and Exchange Commission (SEC) on March 26, 2024, and in Third Harmonic Bio’s other filings filed from time to time with the SEC. Third Harmonic Bio 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.

**Investor and Media Contact:**

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