

**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): November 9, 2021

Arbutus Biopharma Corporation

(Exact name of registrant as specified in its charter)

British Columbia, Canada

(State or Other Jurisdiction of Incorporation)

001-34949

(Commission File Number)

98-0597776

(I.R.S. Employer Identification No.)

701 Veterans Circle

Warminster, Pennsylvania 18974

(Address of Principal Executive Offices) (Zip Code)

(267) 469-0914

(Registrant's telephone number, including area code)

(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 Shares, without par value	ABUS	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.

On November 9, 2021, the Board of Directors (the “Board”) of Arbutus Biopharma Corporation (the “Company”) (a) increased the size of the Board by one member such that the Board will thereafter consist of nine directors and (b) appointed Tram Tran, M.D. to the Board, to serve until the Company’s 2022 annual general meeting of shareholders and until her successor is duly appointed and qualified, or until her earlier death, resignation or removal.

Dr. Tran’s cash compensation will be consistent with the cash compensation provided to all of the Company’s non-employee directors (other than Eric Venker M.D., Pharm.D. who has declined receiving compensation for his service). Under the Company’s current non-employee director compensation policy, Dr. Tran will receive an annual cash retainer of \$40,000 for general availability and participation in meetings of the Board. Dr. Tran was granted an option to acquire 44,000 common shares of the Company, which option grant will vest over a 3-year period with one-third vesting each year on the annual anniversary date of the grant, subject to Dr. Tran’s continued service on the Board. The option is exercisable for 10 years from the date of grant, at a price equal to \$3.50 per share, which was the closing price of the Company’s common shares on the Nasdaq Stock Market on November 9, 2021. The option will also be subject to the terms and conditions of the Arbutus Biopharma Corporation 2016 Omnibus Share and Incentive Plan, as supplemented and amended, which was filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2021, filed with the Securities and Exchange Commission (“SEC”) on August 5, 2021.

The Company also entered into an indemnity agreement with Dr. Tran in connection with her appointment to the Board. The indemnity agreement is in substantially the same form as the indemnity agreement for the other directors of the Company that was filed as Exhibit 10.4 to the Company’s Current Report on Form 8-K filed with the SEC on June 18, 2019.

No arrangement or understanding exists between Dr. Tran and any other person pursuant to which Dr. Tran was appointed as a director, and there are no transactions in which Dr. Tran has an interest which would require disclosure under Item 404(a) of Regulation S-K of the Securities Act of 1933, as amended.

On November 11, 2021, the Company issued a press release announcing Dr. Tran’s appointment to the Board. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number **Description**

99.1	Press release dated November 11, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Arbutus Biopharma Corporation

Date: November 12, 2021

By: /s/ David C. Hastings
David C. Hastings
Chief Financial Officer

Arbutus Biopharma Appoints Tram Tran, M.D. to its Board of Directors

WARMINSTER, Pa., Nov. 11, 2021 (GLOBE NEWSWIRE) -- Arbutus Biopharma Corporation (Nasdaq: ABUS), a clinical-stage biopharmaceutical company primarily focused on discovering, developing and commercializing a broad portfolio of wholly-owned assets with different modes of action to provide a cure for people with chronic hepatitis B virus (HBV) infection and to treat coronaviruses (including COVID-19), today announced that Tram Tran, M.D. has been appointed to the Arbutus Board of Directors effective immediately. Dr. Tran is a renowned liver and viral specialist with over 20 years of academic and industry experience as a physician scientist.

"We are excited to welcome Dr. Tran to the Arbutus Board," said William Collier, President and Chief Executive Officer of Arbutus. "Her extensive medical and scientific expertise in the field of hepatology will be invaluable as Arbutus continues to advance its broad portfolio of diverse assets to find a curative regimen for patients with chronic Hepatitis B."

Dr. Tran currently serves as Chief Medical Officer at Glympse, a biotech company focused on optimizing disease diagnosis and monitoring. Previously, she worked at Gilead Sciences as the Vice President of Medical Affairs, Global Head, Liver Diseases (HBV, HCV, HDV), Fibrosis (NASH, PSC) and COVID-19. Prior to her work at Gilead, Dr. Tran was the Medical Director of Liver Transplantation, GI Fellowship Program Director at Cedars-Sinai Medical Center, and a Professor of Medicine at the Geffen School of Medicine at the University of California, Los Angeles (UCLA). She has authored and co-authored over 150 abstracts, published manuscripts and book chapters, and has been extensively involved in clinical trials and National Institutes of Health (NIH) funded research. Dr. Tran earned her undergraduate degree at UCLA, received her medical degree (M.D.) from New York Medical College, continued her training in internal medicine at Cedars Sinai Medical Center, and completed Gastroenterology and Transplant Hepatology fellowships at UCLA, where she maintains clinical and teaching activities.

"It's an honor to join an organization with a strong commitment to addressing the unmet medical needs of Hepatitis B patients," said Dr. Tran. "I look forward to sharing my expertise and working with my fellow board members to support Arbutus in its continued efforts to develop treatments for HBV and coronaviruses."

About Arbutus

Arbutus Biopharma Corporation (Nasdaq: ABUS) is a clinical-stage biopharmaceutical company primarily focused on discovering, developing and commercializing a broad portfolio of wholly-owned assets with different modes of action to provide a cure for people with chronic hepatitis B virus (HBV) infection. The Company is advancing multiple product candidates with distinct mechanisms of action that suppress viral replication, reduce surface antigen and reawaken the immune system. Arbutus believes this three-prong approach is key to transforming the treatment and developing a potential cure for chronic HBV infection. Arbutus' HBV product pipeline includes RNA interference (RNAi) therapeutics, oral capsid inhibitors, oral compounds that inhibit PD-L1 and oral HBV RNA destabilizers. In addition, Arbutus has an ongoing drug discovery and development program directed to identifying orally active agents for treating coronaviruses (including COVID-19). For more information, visit www.arbutusbio.com.

Forward-Looking Statements and Information

This press release contains forward-looking statements within the meaning of the Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and forward-looking information within the meaning of Canadian securities laws (collectively, "forward-looking statements"). Forward-looking statements in this press release include statements about our future development plans for our product candidates; and the potential for our product candidates to achieve success in clinical trials.

With respect to the forward-looking statements contained in this press release, Arbutus has made numerous assumptions regarding, among other things: the effectiveness and timeliness of preclinical studies and clinical trials, and the usefulness of the data; the timeliness of regulatory approvals; the continued demand for Arbutus' assets; and the stability of economic and market conditions. While Arbutus considers these assumptions to be reasonable, these assumptions are inherently subject to significant business, economic, competitive, market and social uncertainties and contingencies, including uncertainties and contingencies related to the ongoing COVID-19 pandemic.

Additionally, there are known and unknown risk factors which could cause Arbutus' actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements contained herein. Known risk factors include, among others: anticipated pre-clinical studies and clinical trials may be more costly or take longer to complete than anticipated, may never be initiated or completed, or may not generate results that warrant future development of the tested product candidate; Arbutus may elect to change its strategy regarding its product candidates and clinical development activities; Arbutus may not receive the necessary regulatory approvals for the clinical development of Arbutus' products; economic and market conditions may worsen; market shifts may require a change in strategic focus; and the ongoing COVID-19 pandemic could significantly disrupt Arbutus' clinical development programs.

A more complete discussion of the risks and uncertainties facing Arbutus appears in Arbutus' Annual Report on Form 10-K, Arbutus' Quarterly Reports on Form 10-Q and Arbutus' continuous and periodic disclosure filings, which are available at www.sedar.com and at www.sec.gov. All forward-looking statements herein are qualified in their entirety by this cautionary statement, and Arbutus disclaims any obligation to revise or update any such forward-looking statements or to publicly announce

the result of any revisions to any of the forward-looking statements contained herein to reflect future results, events or developments, except as required by law.

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