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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): October 18, 2018

**Arbutus Biopharma Corporation**

(Exact Name of Registrant as Specified in Charter)

**British Columbia, Canada**  
(State or Other Jurisdiction of Incorporation)

**001-34949**  
(Commission File Number)

**98-0597776**  
(I.R.S. Employer Identification Number)

**100-8900 Glenlyon Parkway, Burnaby, British Columbia, Canada V5J 5J8**  
(Address of Principal Executive Offices) (Zip Code)

**(604) 419-3200**  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 18, 2018, the Board of Directors (the “Board”) of Arbutus Biopharma Corporation (the “Company”) appointed James Meyers and Myrtle Potter to each serve as a director for a term expiring at the Company’s 2019 Annual Meeting of Shareholders and until his or her successor is duly elected and qualified, except in the case of his or her earlier death, retirement or resignation. In addition, the Company announced that Mr. Herbert Conrad and Dr. William Symonds resigned from the Board on October 18, 2018. The Board also appointed Mr. Meyers to be a member of the Audit Committee, Chairman of the Executive Compensation and Human Resources Committee and a member of the Corporate Governance and Nominating Committee of the Board and Ms. Potter to be a member of the Executive Compensation and Human Resources Committee of the Board. Mr. Conrad’s and Dr. Symonds’ decisions to resign did not result from any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Mr. Meyers’ and Ms. Potter’s compensation will be consistent with the compensation provided to all of the Company’s non-employee directors. Under the Company’s current non-employee director compensation policy, each will receive an annual cash retainer of \$40,000 for general availability and participation in meetings and conference calls of the Board. Mr. Meyers will receive additional annual retainers of \$10,000 for his service as a member of the Audit Committee, \$10,000 for his service as Chairman of the Executive Compensation and Human Resources Committee and \$5,000 for his service as a member for the Corporate Governance and Nominating Committee. Ms. Potter will receive an additional annual retainer of \$5,000 for her service as a member of the Executive Compensation and Human Resources Committee. Each of Mr. Meyers and Ms. Potter was granted an option to acquire 44,000 common shares of the Company, with such option vesting one-third each year on the annual anniversary date of the grant. The options are exercisable for 10 years from the date of grant, at a price equal to \$4.44 per share, which is the closing price of the Company’s common shares on Nasdaq on the date of the grant. The options will also be subject to the terms and conditions of the Company’s 2016 Omnibus Share and Incentive Plan, which was filed as Exhibit 10.2 to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2016, filed with the Securities and Exchange Commission (“SEC”) on August 4, 2016.

The Company also entered into an indemnity agreement with each of Mr. Meyers and Ms. Potter in connection with his and her appointment to the Board. Each indemnity agreement is in substantially the same form as the indemnity agreement for the other directors of the Company that was filed as Exhibit 4.15 to the Company’s Annual Report on Form 20-F for the year ended December 31, 2010, filed with the SEC on June 3, 2011.

The Amended and Restated Governance Agreement (the “Governance Agreement”), dated October 16, 2017, by and between the Company and Roivant Sciences Ltd. (“Roivant”), provides Roivant with the right to designate three members for nomination to the Board, subject to the approval of the Corporate Governance and Nominating Committee and the Board. Ms. Potter was designated by Roivant pursuant to the Governance Agreement as the third Roivant designee to fill the vacant position on the Board resulting from the resignation of Dr. Symonds. For a description of the Governance Agreement, please see the Company’s Current Report on Form 8-K filed with the SEC on October 3, 2017.

Except as set forth above, no arrangement or understanding exists between Ms. Potter or Mr. Meyers and any other person pursuant to which Ms. Potter or Mr. Meyers was appointed as a director, and there are no transactions with either Mr. Meyers or Ms. Potter which would require disclosure under Item 404(a) of Regulation S-K.

The Company issued a press release announcing these changes to the Board on October 22, 2018, a copy of which is attached to this Form 8-K as Exhibit 99.1 and incorporated herein by reference.

## **Item 9.01. Financial Statements and Exhibits.**

- (d) Exhibits:  
[99.1](#) [Press Release issued by the Company on October 22, 2018.](#)
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**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: October 22, 2018

By: /s/ DAVID C. HASTINGS

David C. Hastings  
Chief Financial Officer

## Arbutus Names New Members to its Board of Directors

WARMINSTER, Pa., Oct. 22, 2018 (GLOBE NEWSWIRE) -- Arbutus Biopharma Corporation (Nasdaq: ABUS), an industry-leading Hepatitis B Virus (HBV) therapeutic solutions company, today announced that James Meyers and Myrtle Potter have been appointed to the Arbutus Board of Directors, effective October 18, 2018, replacing Herbert Conrad and Dr. William Symonds. Dr. Symonds will remain with Arbutus as Chairman of its Clinical Advisory Board.

“We are very pleased to welcome Mr. Meyers and Ms. Potter to the Arbutus Board”, said Dr. Mark Murray, President and CEO of Arbutus. Dr. Murray added, “Both possess world-class expertise in the pharmaceutical industry and will further strengthen and add to the experience of our current Board to drive our focus on delivering a cure for chronic HBV”.

Mr. Meyers has served as a Senior Advisor to Gilead Sciences since his retirement from Gilead in February 2018. In his 22 years at Gilead, Mr. Meyers was one of a relatively small group of executives who were instrumental in transitioning the company from an innovative start-up to one of the most successful biopharmaceutical organizations in the world. Prior to his advisory role, Mr. Meyers served as Gilead’s Executive Vice President of Worldwide Commercial Operations, responsible for all commercial activities including pricing and market access. Mr. Meyers also led some of the most important and successful product launches in the history of the biopharmaceutical industry, most notably in the therapeutic areas of HCV and HIV. Prior to Gilead, Mr. Meyers served in roles of increasing responsibility at both Zeneca Pharmaceuticals and Astra U.S.A. He received his Bachelor’s degree in Economics from Boston College.

Ms. Potter served as CEO of Myrtle Potter & Company, a global biopharmaceutical advisory firm for thirteen years. In July 2018, Ms. Potter was appointed Vant Operating Chair for Roivant Pharma. Previously, Ms. Potter served as President and Chief Operating Officer of Genentech during a pivotal period of the company’s growth. Under her leadership, Genentech achieved record sales and earnings growth each year and launched seven breakthrough products. Prior to Genentech, Ms. Potter served as President of Bristol-Myers Squibb’s U.S. Cardiovascular and Metabolic business. Before joining Bristol-Meyers Squibb, Ms. Potter served in roles of increasing responsibility at Merck and Procter & Gamble. Ms. Potter is a graduate of the University of Chicago and serves on its Board of Trustees. She also serves on the Boards of Rite Aid and Liberty Mutual Insurance Group, and previously served on the Boards of Amazon, Express Scripts, and Medco Health Solutions.

Mr. Herbert Conrad and Dr. William Symonds resigned from the Arbutus Board of Directors on October 18, 2018. Mr. Conrad and Dr. Symonds were appointed to the Arbutus Board of Directors as part of the company's formative merger with OnCore Biopharma in 2015. Dr. Symonds will assume the role of the Chairman of the Company’s Clinical Advisory Board, which will provide key opinion leader (KOL) guidance to the company as it strives to develop a curative therapeutic regimen for patients with HBV.

“On behalf of Arbutus and its Board, I would like to sincerely thank Bill and Herb for their dedicated service as Directors of the company,” said Dr. Murray. “They have been important and valued stewards of the interests of the company and its shareholders during a formative period for Arbutus.”

### About Arbutus

Arbutus Biopharma Corporation is a publicly-traded (Nasdaq: ABUS) biopharmaceutical company dedicated to discovering, developing, and commercializing a cure for patients suffering from chronic Hepatitis B infection. Arbutus is developing multiple drug candidates, each of which have the potential to improve upon the standard of care and contribute to a curative combination regimen. For more information, visit [www.arbutusbio.com](http://www.arbutusbio.com).

### Forward Looking Statements

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 the Company’s development of a cure for chronic HBV.

With respect to the forward-looking statements contained in this press release, Arbutus has made numerous assumptions regarding, among other things: 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.

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: Arbutus may not receive the necessary regulatory approvals for the clinical development of Arbutus' products; economic and market conditions may worsen; and market shifts may require a change in strategic focus.

A more complete discussion of the risks and uncertainties facing Arbutus appears in Arbutus' Annual Report on Form 10-K and Arbutus' continuous disclosure filings, which are available at [www.sedar.com](http://www.sedar.com) and at [www.sec.gov](http://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.

## **Contact Information**

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