
**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 19, 2020

Tarsus Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39614
(Commission
File Number)

81-4717861
(IRS Employer
Identification No.)

15440 Laguna Canyon Road, Suite 160
Irvine, California 92618
(Address of principal executive offices, including zip code)

(949) 409-9820
(Registrant's telephone number, including area code)

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):

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	TARS	The Nasdaq Global Market LLC (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.

On November 19, 2020, the Board of Directors (the “Board”) of Tarsus Pharmaceuticals, Inc. (the “Company”), upon the recommendation of its Nominating and Corporate Governance Committee, appointed Wendy Yarno to the Board, effective immediately. Ms. Yarno will serve as a Class III director with a term expiring at the Company’s 2023 annual meeting of stockholders or until her successor is duly elected and qualified. The Board determined that Ms. Yarno is independent under the listing standards of Nasdaq. Further, effective immediately, the Board appointed Ms. Yarno to serve on the Audit Committee of the Board.

As a non-employee director, Ms. Yarno will receive cash and equity compensation paid by the Company pursuant to its non-employee director compensation policy, which includes an initial grant of an option to purchase 20,000 shares of the Company’s common stock. There are no arrangements or understandings between Ms. Yarno and any other person pursuant to which Ms. Yarno was selected as a director, and there are no transactions between Ms. Yarno and the Company that would require disclosure under Item 404(a) of Regulation S-K. In addition, the Company has entered into an indemnification agreement with Ms. Yarno in connection with her appointment to the Board which is in substantially the same form as that entered into with the other directors of the Company.

Following the appointment of Ms. Yarno, the Company’s Class III directors consist of Ms. Yarno, Bhaskar Chaudhuri and Andrew Goldberg.

A copy of the press release issued by the Company announcing the foregoing is furnished as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.2	<u>Form of Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Company’s Amended Registration Statement on Form S-1 filed with the Securities and Exchange Commission on October 9, 2020).</u>
99.1	<u>Press Release issued by the Company on November 19, 2020 announcing the appointment of Ms. Yarno to the Board of Directors.</u>

SIGNATURES

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 hereunto duly authorized.

Dated: November 19, 2020

Tarsus Pharmaceuticals, Inc.

By: /s/ Bobak Azamian

Bobak Azamian, M.D., Ph.D.

President and Chief Executive Officer

Tarsus Pharmaceuticals, Inc. Appoints Wendy Yarno to Board of Directors

IRVINE, Calif., Nov. 19, 2020 — **GlobeNewswire** — Tarsus Pharmaceuticals, Inc. (NASDAQ: TARS), a late clinical-stage biopharmaceutical company whose mission is to discover and deliver breakthrough treatments to transform the lives of patients with common and poorly treated diseases, starting with the eye, today announced the appointment of Wendy L. Yarno to its Board of Directors and its audit committee. Ms. Yarno has more than 30 years of experience in the biopharmaceutical industry, as a public company director and product commercialization leader, including 26 years at Merck & Co. Inc.

While at Merck, Ms. Yarno held positions of increasing seniority, most recently as Chief Marketing Officer. In that position, she led a global organization charged with all aspects of commercialization of pharmaceuticals in more than 20 therapeutic areas. She also served as General Manager, Cardiovascular/Metabolic U.S. Business Unit, and as Merck's Senior Vice President of Human Resources. Earlier in her career, she was Vice President of the Women's Health Care franchise for Johnson & Johnson's Ortho-McNeil Pharmaceutical subsidiary.

"We couldn't be more excited to welcome Wendy to our board," said Bobak Azamian, MD, PhD, CEO, Tarsus Pharmaceuticals, Inc. "As an experienced commercial leader with a proven record of success in biopharmaceuticals, Wendy brings the combination of business insights, board management, and people skills our organization requires to grow and thrive as we move closer to potential commercialization of our lead product, TP-03, for the treatment of Demodex blepharitis and advance our earlier stage pipeline."

Ms. Yarno has served on the boards of several public and private biotechnology and medical device companies, including St. Jude Medical, Medivation, Alder Biopharmaceuticals, Aratana Therapeutics, and Myokardia. She currently serves on the boards of Global Blood Therapeutics, Ideaya Biosciences, and Inovio Pharmaceuticals. Ms. Yarno received a B.S. in business administration from Portland State University and an M.B.A. from Temple University, Fox School of Business.

"I am honored to join the Tarsus Board of Directors at this exciting moment in the company's trajectory," said Wendy Yarno. "Tarsus is committed to serving unmet clinical needs and providing transformational therapies across diverse categories, and I look forward to helping the company develop a robust commercial infrastructure as impactful as the therapies we are developing."

About Tarsus Pharmaceuticals, Inc.

Tarsus Pharmaceuticals, Inc. is a late clinical-stage biopharmaceutical company whose mission is to discover and deliver breakthrough treatments to transform the lives of patients with common and poorly treated diseases, starting with the eye. It is advancing its pipeline to address several diseases across therapeutic categories including eye care, dermatology, and other diseases with high, unmet needs. Its lead product candidate, TP-03, is a novel therapeutic in Phase 2b/3 that is being developed for the treatment of Demodex blepharitis.

Forward-Looking Statements

Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute "forward-looking statements." These statements include statements regarding future events and Tarsus' plans for and the anticipated benefits of its product candidates, the timing, objectives and results of the clinical studies and anticipated regulatory and development milestones. The words, without limitation, "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "might," "plan," "potential," "predict," "project," "should," "target," "will" or "would" or the

negative of these terms or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these or similar identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, and are detailed from time to time in the reports Tarsus files with the Securities and Exchange Commission, copies of which are posted on its website and are available from Tarsus without charge. However, new risk factors and uncertainties may emerge from time to time, and it is not possible to predict all risk factors and uncertainties. Accordingly, readers are cautioned not to place undue reliance on these forward-looking statements. Any forward-looking statements contained in this press release are based on the current expectations of Tarsus' management team and speak only as of the date hereof, and Tarsus specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise.

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