

**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): June 28, 2022

SURFACE ONCOLOGY, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38459
(Commission
File Number)

46-5543980
(IRS Employer
Identification No.)

50 Hampshire Street, 8th Floor
Cambridge, MA
(Address of principal executive offices)

02139
(zip code)

Registrant's telephone number, including area code: (617) 714-4096

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 Instructions 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 exchange on which registered
Common stock, \$0.0001	SURF	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.

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

On June 28, 2022, the board of directors (the “Board”) of Surface Oncology, Inc. (the “Company”) appointed Carsten Brunn, Ph.D. as a member of the Company’s Board and as a member of the Compensation Committee of the Board, effective as of June 28, 2022. Dr. Brunn will serve as a Class II director, to serve until the Company’s annual meeting of stockholders in 2023 and until his successor is duly elected and qualified, or until his earlier resignation or removal.

Dr. Brunn has over 25 years of industry experience and since December 2018 has served as the President, Chief Executive Officer and member of the board of directors of Selecta Biosciences, Inc. (“Selecta”). Prior to joining Selecta, Dr. Brunn was the President of Pharmaceuticals for the Americas Region and a member of the Global Pharmaceutical Executive Committee at Bayer AG, a pharmaceutical company, since January 2017. Previously to that, he served as President of Bayer Pharmaceuticals in Japan, a role he held since March 2013. He also served as the Chairman of the European Federation of Pharmaceutical Industries and Associations (EFPIA) Japan, an organization representing pharmaceutical companies in Japan. Dr. Brunn has held a number of senior leadership positions at Eli Lilly, Novartis, Basilea and Bausch and Lomb in Europe, Asia and the United States. He currently serves on the board of directors of the Biotechnology Innovation Organization (BIO). Dr. Brunn holds a Ph.D. in Chemistry from the University of Hamburg and a Master of Science in Pharmaceutical Sciences from the University of Freiburg. He also studied at the University of Washington under a research scholarship and completed his executive education at London Business School. The Board believes Dr. Brunn’s extensive experience as a senior executive of life sciences companies and knowledge of the pharmaceutical and biotechnology industries qualifies him to serve as a director of the Company.

Dr. Brunn will be compensated for his service as a non-employee director and will receive an initial option award to purchase 48,000 shares of the Company’s common stock pursuant to the Company’s 2018 Stock Option and Incentive Plan. As a non-employee director, Dr. Brunn is also entitled to receive an annual cash retainer of \$40,000 as a member of the Board and an additional annual cash retainer of \$5,000 as a member of the Compensation Committee of the Board.

The Company will enter into an indemnification agreement with Dr. Brunn in connection with his appointment to the Board, which is in substantially the same form as that entered into with the other directors of the Company. There are no other arrangements or understandings between Dr. Brunn and any other persons pursuant to which he was selected as a director, and Dr. Brunn has no family relationships with any of the executive officers or directors of the Company. Additionally, Dr. Brunn has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

In connection with the appointment of Dr. Brunn to the Company’s Board, the Company issued a press release on June 29, 2022, a copy of which is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release issued by Surface Oncology, Inc. on June 29, 2022
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.

Surface Oncology, Inc.

Date: June 29, 2022

By: /s/ Jessica Fees
Jessica Fees
Chief Financial Officer



Surface Oncology Appoints Carsten Brunn to Board of Directors

CAMBRIDGE, Mass., June 29, 2022 (GLOBE NEWSWIRE) — Surface Oncology (Nasdaq: SURF), a clinical-stage immuno-oncology company developing next-generation immunotherapies that target the tumor microenvironment, today announced that Carsten Brunn, Ph.D., will join the company's board of directors. Dr. Brunn brings more than 25 years of senior leadership experience spanning multiple biotech and pharmaceutical companies around the globe.

"I am thrilled to welcome Carsten to the Surface Oncology board," said Rob Ross, M.D., chief executive officer at Surface. "Carsten is an accomplished biopharma executive with significant experience driving innovation and his counsel will be invaluable as we advance our mission of bringing important new IO therapies to patients in need."

Dr. Brunn is president and chief executive officer at Selecta Biosciences (Nasdaq: SELB), a clinical stage precision immune tolerance platform company. Before joining Selecta, he was president of pharmaceuticals for the Americas region at Bayer, and prior to that he served as president of Bayer Pharmaceuticals in Japan. Dr. Brunn previously served on the board of directors of the Biotechnology Innovation Organization (BIO), and he was chairman of the European Federation of Pharmaceutical Industries and Associations (EFPIA) Japan. Over his extensive career, Dr. Brunn has held leadership positions at Eli Lilly, Novartis, Basilea and Bausch and Lomb. He graduated from the University of Freiburg in Germany with a M.S. in pharmaceutical sciences, and he earned his Ph.D. in chemistry from the University of Hamburg, Germany. He also studied at the University of Washington and completed his executive education at London Business School.

"Surface has a compelling pipeline of novel antibodies which hold the potential to improve the lives of people confronting a variety of cancers," said Dr. Brunn. "I am tremendously excited to be joining the Surface board, and I look forward to lending my skills and experience to support the management team in their important work."

About Surface Oncology:

Surface Oncology is an immuno-oncology company developing next-generation antibody therapies focused on the tumor microenvironment. Its pipeline includes two wholly-owned clinical-stage programs targeting CD39 (SRF617) and IL-27 (SRF388), as well as a preclinical program focused on selectively depleting regulatory T cells in the tumor microenvironment via targeting CCR8 (SRF114). In addition, Surface has two partnerships with major pharmaceutical companies: a collaboration with Novartis targeting CD73 (NZV930; Phase 1) and a collaboration with GlaxoSmithKline targeting PVRIG (GSK4381562, formerly SRF813; Phase 1). Surface's novel, investigational, cancer immunotherapies are designed to achieve a clinically meaningful and sustained anti-tumor response and may be used alone or in combination with other therapies. For more information, please visit www.surfaceoncology.com.

Cautionary Note Regarding Forward-Looking Statements: Certain statements set forth in this press release constitute "forward-looking" statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements can be identified by terms such as "believes," "expects," "plans," "potential," "would" or similar expressions, and the negative of those terms. These forward-looking statements are based on Surface Oncology's management's current beliefs and assumptions about future events and on information currently available to management.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Surface Oncology's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. These risks include, but are not limited to, risks and uncertainties related to Surface Oncology's ability to successfully develop SRF388, SRF617, SRF114 and its other product candidates through current and future milestones or regulatory filings on the anticipated timeline, if at all, the therapeutic potential of Surface Oncology's product candidates, the risk that results from preclinical studies or early clinical trials may not be representative of larger clinical trials, the risk that Surface Oncology's product candidates, including SRF388, SRF617 and SRF114, will not be successfully developed or commercialized, the risks related to Surface Oncology's dependence on third-parties in connection with its manufacturing, clinical trials and preclinical studies, and the potential impact of COVID-19 on Surface Oncology's clinical and preclinical development timelines and results of operations. Additional risks and uncertainties that could affect Surface Oncology's future results are included in the section titled "Risk Factors" in our Annual Report on Form 10-K for the year ending December 31, 2021, available on the Securities and Exchange Commission's website at www.sec.gov and Surface Oncology's website at www.surfaceoncology.com. Additional information on potential risks will be made available in other filings that Surface Oncology makes from time to time with the Securities and Exchange Commission. In addition, any forward-looking statements contained in this press release are based on assumptions that Surface Oncology believes to be reasonable as of this date. Except as required by law, Surface Oncology assumes no obligation to update these forward-looking statements, or to update the reasons if actual results differ materially from those anticipated in the forward-looking statements.

Contact

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