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 23, 2020

Taysha Gene Therapies, Inc.
(Exact name of registrant as specified in its Charter)

Delaware	**001-39536**	**84-3199512**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

2280 Inwood Road **Dallas, Texas**	**75235**
(Address of Principal Executive Offices)	**(Zip Code)**

(214) 612-0000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 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 each exchange on which registered
Common Stock, $0.00001 par value	**TSHA**	**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 23, 2020, the board of directors (the "***Board***") of Taysha Gene Therapies, Inc. (the "***Company***") appointed Drs. Kathleen Reape and Laura Sepp-Lorenzino to serve as directors of the Company. Each of Drs. Reape and Sepp-Lorenzino will serve as a Class III director whose term will expire at the 2023 annual meeting of stockholders. The Board also appointed Dr. Reape to serve as a member of the Nominating and Corporate Governance Committee of the Board (the "***Nominating and Corporate Governance Committee***") and Dr. Sepp-Lorenzino to serve as a member of the Audit Committee of the Board (the "***Audit Committee***"). There is no arrangement or understanding between either Dr. Reape or Dr. Sepp-Lorenzino and any other person pursuant to which she was selected as a director of the Company, and there is no family relationship between Drs. Reape and Sepp-Lorenzino and any of the Company's other directors or executive officers. The Company is not aware of any transaction involving Dr. Reape or Dr. Sepp-Lorenzino requiring disclosure under Item 404(a) of Regulation S-K. Additional information about Drs. Reape and Sepp-Lorenzino is set forth below.

Kathleen Reape, M.D., age 55, served as Chief Medical Officer of Spark Therapeutics, Inc. from September 2018 to March 2020 and as the Head of Clinical Research and Development of Spark from January 2016 to September 2018. Prior to joining Spark, Dr. Reape served as President of Ark Medical Consulting from August 2015 to January 2016. She served as Senior Vice President, Clinical Development, Global Brands R&D of Allergan plc from March 2015 to July 2015 following its merger with Actavis plc where Dr. Reape served as Vice President, Clinical Development, Global Brands R&D from August 2014 to March 2015. Dr. Reape earned a B.A. in biology and an M.D. from the University of Pennsylvania.

Laura Sepp-Lorenzino, Ph.D., age 59, has served as Executive Vice President, Chief Scientific Officer of Intellia Therapeutics, Inc. since May 2019. From September 2017 to May 2019, Dr. Sepp-Lorenzino served as Vice President, Head of Nucleic Acid Therapies at Vertex Pharmaceuticals, Inc. She served as Vice President, Entrepreneur-in-Residenceat Alnylam Pharmaceuticals, Inc. from 2014 to September 2017. Dr. Sepp-Lorenzino earned a professional degree in biochemistry from the Universidad de Buenos Aires in Argentina and a Ph.D. in biochemistry from New York University.

In accordance with the Company's compensation policy for non-employee directors, upon commencement of service as a director, each of Drs. Reape and Sepp-Lorenzino will be granted a nonqualified stock option to purchase 31,000 shares of the Company's common stock. The stock option will have an exercise price per share equal the closing price of the Company's common stock on the date of grant. This option will vest and become exercisable in 36 equal monthly installments subject to the recipient's Continuous Service (as defined in the Company's 2020 Stock Incentive Plan) through such vesting dates and subject to acceleration upon a change in control. Additionally, each of Drs. Reape and Sepp-Lorenzino will be entitled to receive a $35,000 annual retainer for her service as director. Dr. Reape will receive an additional $4,000 annual retainer for her service on the Nominating and Corporate Governance Committeee. Dr. Sepp-Lorenzino will receive an additional $7,500 annual retainer for her service on the Audit Committee.

At each annual stockholder meeting following which their respective terms as a director continues, each of Drs. Reape and Sepp-Lorenzino will be entitled to receive an additional nonqualified stock option to purchase 15,500 shares of the Company's common stock, which option will vest in full and become exercisable on the earlier of the date of the next annual stockholder meeting or 12 months following the date of grant, subject to the recipient's Continuous Service through such date and subject to acceleration upon a change in control Drs. Reape and Sepp-Lorenzino have also entered into the Company's standard form of indemnification agreement.

Item 7.01 Regulation FD Disclosure.

On November 24, 2020, the Company issued a press release announcing the appointment of Drs. Reape and Sepp-Lorenzino to the Board. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report. The information contained in the press release furnished as 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 in any filing under the Securities Act of 1933, 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.

(d) Exhibits

Exhibit No.	Description
99.1	Press release, dated November 24, 2020.

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.

Taysha Gene Therapies, Inc.

Dated: November 24, 2020

By: /s/ Kamran Alam
Kamran Alam
Chief Financial Officer

Exhibit 99.1

Taysha Gene Therapies Adds Industry-Leading Gene Therapy Executives to Board of Directors

Appoints former Chief Medical Officer of Spark Therapeutics, Kathy Reape, M.D., and Chief Scientific Officer of Intellia Therapeutics, Laura Sepp-Lorenzino, Ph.D., to board of directors

Directors bring significant gene therapy translational and development expertise ahead of GM2 gangliosidosis clinical trial initiation in 2020 and submission of four INDs by the end of 2021

Dallas—November 24, 2020—Taysha Gene Therapies, Inc. (Nasdaq: TSHA), a patient-centric gene therapy company focused on developing and commercializing AAV-based gene therapies for the treatment of monogenic diseases of the central nervous system in both rare and large patient populations, today announced the appointment of Kathy Reape, M.D., and Laura Sepp-Lorenzino, Ph.D., to the company's board of directors.

"Drs. Reape and Sepp-Lorenzino bring significant gene therapy translational and development expertise to our board," said RA Session II, President, Founder and CEO of Taysha Gene Therapies. "Their combined gene therapy experience across preclinical and clinical development will be invaluable as we continue to advance our broad portfolio into the clinic. Across all levels of the organization, we are building a team that has the passion, experience and talent to execute on our mission of eradicating monogenic CNS disease."

Dr. Reape was most recently Chief Medical Officer at Spark Therapeutics where she oversaw clinical development, pharmacovigilance and medical affairs activities and was a key member of the team responsible for the development and commercialization of the first FDA-approved *in vivo* gene therapy, LUXTURNA®, for an inherited retinal disease caused by mutations in both copies of the *RPE65* gene. She also oversaw the development of Spark's pipeline of gene therapies addressing CNS disease, hemophilia, metabolic disorders and inherited retinal dystrophies. She has over 18 years of experience in the pharmaceutical industry in clinical research and development and has been involved with approximately two dozen product approvals including small molecules, biologics, biosimilars and therapeutic devices. She received both her undergraduate and M.D. degrees from the University of Pennsylvania and completed her internship and residency at the University of Florida and University of Medicine and Dentistry of New Jersey.

"Taysha has built a deep pipeline of potentially transformative gene therapies for patients with life-threatening CNS diseases," said Dr. Reape. "Many of the conditions that Taysha is addressing have no therapeutic alternatives, are associated with a poor quality of life and often result in a shortened life expectancy. It is important that we rapidly advance these gene therapies into the clinic to serve patients so desperately in need."

Dr. Sepp-Lorenzino is currently the Chief Scientific Officer at Intellia Therapeutics and has held several senior positions over her extensive career. Most recently, she was Vice President and Head of Nucleic Acid Therapies at Vertex Pharmaceuticals. She previously served as Alnylam's Vice President and Entrepreneur-in-Residence, where she led the hepatic infectious disease strategies therapeutic area and was a key figure in partnering and in-licensing activities. She spent 14 years at Merck & Co., including as

Executive Director and Department Head of the RNA therapeutics discovery biology unit. Dr. Sepp-Lorenzino received her degree in biochemistry at the University of Buenos Aires, Argentina and her M.S. and Ph.D. in biochemistry from New York University.

“Joining the Taysha board is a truly exceptional opportunity to contribute to the development of multiple innovative gene therapies,” commented Dr. Sepp-Lorenzino. “Taysha is taking a leadership position in the industry by combining decades of gene therapy experience with a portfolio of programs that have the potential to address the underlying biology of various CNS disorders in order create an engine for potential new treatments.”

About Taysha Gene Therapies

Taysha Gene Therapies (Nasdaq: TSHA) is on a mission to eradicate monogenic CNS disease. With a singular focus on developing curative medicines, we aim to rapidly translate our treatments from bench to bedside. We have combined our team’s proven experience in gene therapy drug development and commercialization with the world-class UT Southwestern Gene Therapy Program to build an extensive, AAV gene therapy pipeline focused on both rare and large-market indications. Together, we leverage our fully integrated platform—an engine for potential new cures—with a goal of dramatically improving patients’ lives. More information is available at www.tayshagtx.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “anticipates,” “believes,” “expects,” “intends,” “projects,” and “future” or similar expressions are intended to identify forward-looking statements. Forward-looking statements include statements concerning or implying the conduct or timing of our clinical trials and our research, development and regulatory plans for our product candidates, the potential of our product candidates to positively impact quality of life and alter the course of disease in the patients we seek to treat, our research, development and regulatory plans for our product candidates, the potential for these product candidates to receive regulatory approval from the FDA or equivalent foreign regulatory agencies, and whether, if approved, these product candidates will be successfully distributed and marketed. Forward-looking statements are based on management’s current expectations and are subject to various risks and uncertainties that could cause actual results to differ materially and adversely from those expressed or implied by such forward-looking statements. Accordingly, these forward-looking statements do not constitute guarantees of future performance, and you are cautioned not to place undue reliance on these forward-looking statements. Risks regarding our business are described in detail in our Securities and Exchange Commission (“SEC”) filings, including in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2020, which is available on the SEC’s website at www.sec.gov. Additional information will be made available in other filings that we make from time to time with the SEC. Such risks may be amplified by the impacts of the COVID-19 pandemic. These forward-looking statements speak only as of the date hereof, and we disclaim any obligation to update these statements except as may be required by law.

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