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): **April 16, 2020**

SPERO THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-38266**	**46-4590683**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

675 Massachusetts Avenue, 14th Floor **Cambridge, Massachusetts** (Address of principal executive offices)	**02139** (Zip Code)

Registrant's telephone number, including area code: **(857) 242-1600**

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. 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, $0.001 par value per share	**SPRO**	**The 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 April 16, 2020, the Board of Directors (the "Board") of Spero Therapeutics, Inc. (the "Company"), upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Scott Jackson to the Board, effective as of April 16, 2020. Mr. Jackson will serve as a Class I Director for the remainder of the Class I term, which is up for reelection at the Company's 2021 annual meeting of stockholders. The Board has not yet determined on which Board committees Mr. Jackson will serve. The Board also approved an increase in the size of the Board from seven members to eight members, pursuant to Article II, Section 2.2 of the Company's Amended and Restated Bylaws.

Mr. Jackson has more than thirty years of corporate leadership experience within the pharmaceutical and biotechnology industry, most recently serving as the Chief Executive Officer and a member of the Board of Directors of Celator Pharmaceuticals, Inc. until it was acquired by Jazz Pharmaceuticals plc in 2016. Prior to joining Celator Pharmaceuticals, Mr. Jackson held positions of increasing responsibility in sales, marketing and commercial development at multiple companies, including Eli Lilly & Company, SmithKline Beecham plc, ImClone Systems Incorporated, Centocor, Inc., a division of Johnson & Johnson, Eximias Pharmaceutical Corporation and YM BioSciences Inc. Mr. Jackson presently serves on the Board of Directors of MacroGenics, Inc. and GlycoMimetics, Inc. He also served on the Board of Trustees of the Eastern Pennsylvania Chapter of The Leukemia and Lymphoma Society from March 2013 to June 2019. Mr. Jackson holds a B.S. in pharmacy from the Philadelphia College of Pharmacy and Science and an M.B.A. from the University of Notre Dame.

The Board has affirmatively determined that Mr. Jackson is an independent director pursuant to Nasdaq's governance listing standards and those rules and regulations issued pursuant to the Securities Exchange Act of 1934, as amended. There are no arrangements or understandings between Mr. Jackson and any other person pursuant to which Mr. Jackson was appointed as a director. There are no transactions to which the Company is a party and in which Mr. Jackson has a material interest that are required to be disclosed under Item 404(a) of Regulation S-K. Mr. Jackson has not previously held any positions with the Company and has no family relations with any directors or executive officers of the Company.

Mr. Jackson will be entitled to the standard compensation paid by the Company to all of its non-employee directors under the Company's Non-Employee Director Compensation Policy, as amended (pro-rated as applicable to reflect the actual time Mr. Jackson will serve on the Board for the year), a copy of which is filed as Exhibit 10.6 to the Company's Annual Report on Form 10-K, filed by the Company on March 16, 2020.

Mr. Jackson will also enter into an indemnification agreement in the form the Company has entered into with its other non-employee directors, which form is filed as Exhibit 10.4 to the Company's Registration Statement on Form S-1, as amended (File No. 333-220858), filed by the Company on October 6, 2017 and is incorporated herein by reference.

A copy of the press release announcing Mr. Jackson's appointment to the Board is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated April 16, 2020

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.

SPERO THERAPEUTICS, INC.

Dated: April 16, 2020

By: /s/ Stephen DiPalma
Name: Stephen DiPalma
Title: Interim Chief Financial Officer and Treasurer

Exhibit 99.1

Spero Announces Appointment of Scott Jackson to its Board of Directors

Spero brings significant commercial leadership and business development experience to its Board of Directors with appointment of pharmaceutical veteran, Scott Jackson

CAMBRIDGE, Mass., April 16, 2020 -- Spero Therapeutics, Inc. (Nasdaq: SPRO), a multi-asset clinical-stage biopharmaceutical company focused on identifying, developing and commercializing treatments in high unmet need areas involving multi-drug resistant bacterial infections and rare diseases, today announced the appointment of Scott Jackson to its Board of Directors, effective as of today. Mr. Jackson has more than thirty years of corporate leadership experience within the pharmaceutical and biotechnology industry, most recently serving as the Chief Executive Officer and a member of the Board of Directors of Celator Pharmaceuticals, Inc. until it was acquired by Jazz Pharmaceuticals plc.

“We are very excited to welcome Scott as the newest member of the Spero Board of Directors,” said Ankit Mahadevia, M.D., Chief Executive Officer of Spero Therapeutics. "Scott’s impressive accomplishments in sales, marketing and commercial operations as well as in building considerable value for companies with therapies that have a high potential will be an asset to Spero as we progress tebipenem HBr through its ongoing Phase 3 clinical trial towards commercialization, if approved, and advance our other pipeline candidates.”

Prior to joining Celator Pharmaceuticals, Mr. Jackson held positions of increasing responsibility in sales, marketing and commercial development at multiple companies, including Eli Lilly & Company, SmithKline Beecham plc, ImClone Systems Incorporated, Centocor, Inc., a division of Johnson & Johnson, Eximias Pharmaceutical Corporation and YM BioSciences Inc. Mr. Jackson presently serves on the Board of Directors of MacroGenics, Inc. and GlycoMimetics, Inc. He also served on the Board of Trustees of the Eastern Pennsylvania Chapter of The Leukemia and Lymphoma Society from March 2013 to June 2019. Mr. Jackson holds a B.S. in pharmacy from the Philadelphia College of Pharmacy and Science and an M.B.A. from the University of Notre Dame.

“As an oral treatment for complicated urinary tract infections, Spero’s lead product candidate, tebipenem HBr, is positioned to be an attractive treatment choice for patients, payors and physicians alike to avoid unnecessary hospitalization,” said Mr. Jackson. “This is an incredibly important time for the company with Phase 3 data for tebipenem HBr expected in the third quarter of 2020 and I am excited to work with the Board and management team toward a potential commercial launch.”

About Spero
Spero Therapeutics, Inc. is a multi-asset, clinical-stage biopharmaceutical company focused on identifying, developing and commercializing novel treatments for multidrug-resistant (MDR) bacterial infections and rare diseases.

Spero's lead product candidate, tebipenem HBr (tebipenem pivoxil hydrobromide; formerly SPR994), is designed to be the first oral carbapenem-class antibiotic for use in adults to treat MDR Gram-negative infections.

Spero is also advancing SPR720, its novel oral therapy product candidate designed for the treatment of rare, orphan disease caused by pulmonary non-tuberculous mycobacterial (NTM) infections.

Spero also has an IV-administered next generation polymyxin product candidate, SPR206, being developed to treat MDR Gram-negative infections in the hospital setting.

For more information, visit https://sperotherapeutics.com.

Forward Looking Statements
This press release may contain forward-looking statements. These statements include, but are not limited to, statements about Spero's expectation that positive results from a single pivotal Phase 3 clinical trial of tebipenem HBr and ancillary supportive studies to be conducted in parallel with the Phase 3 trial will support the approval of tebipenem HBr; the design, initiation, timing, progress and results of Spero's preclinical studies and clinical trials and its research and development programs, including the timing of Spero's regulatory meeting with the FDA regarding SPR720, the timing of Spero's IND submission with the FDA regarding SPR720, the commencement of Spero's planned Phase 2a clinical trial of SPR720 and the commencement of Spero's planned Phase 1 bronchoalveolar lavage (BAL) clinical trial assessing the penetration of SPR206 into the pulmonary compartment; management's assessment of the results of such preclinical studies and clinical trials; the timing of clinical data, including the availability of pharmacokinetic data from the lead-in cohort in the Phase 3 clinical trial of tebipenem HBr, final data from the Phase 1 clinical trial of SPR720 and final data from the Phase 1 clinical trial of SPR206; and Spero's cash forecast and anticipated expenses, anticipated payments under Spero's agreement with Everest Medicines, potential payments under Spero's agreement with BARDA, the sufficiency of its cash resources and the availability of additional non-dilutive funding from governmental agencies beyond any initially funded awards. In some cases, forward-looking statements can be identified by terms such as "may," "will," "should," "expect," "plan," "aim," "anticipate," "could," "intent," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other similar expressions. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including whether the FDA will accept a single pivotal study for approval of tebipenem HBr; whether results obtained in preclinical studies and clinical trials will be indicative of results obtained in future clinical trials; whether Spero's product candidates will advance through the preclinical development and clinical trial process on a timely basis, or at all, taking into account the effects of possible regulatory delays, slower than anticipated patient enrollment, manufacturing challenges, clinical trial design and clinical outcomes; whether the results of such trials will warrant submission for approval from the U.S. Food and Drug Administration or equivalent

foreign regulatory agencies; whether Spero will satisfy all of the pre-conditions to receipt of the development milestone payment under its agreement with Everest Medicines; whether BARDA elects to exercise its second option under Spero's agreement with BARDA; whether Spero's cash resources will be sufficient to fund its continuing operations for the periods and/or trials anticipated; whether Spero's clinical and preclinical development programs are delayed or disrupted due to the coronavirus; and other factors discussed in the "Risk Factors" set forth in filings that Spero periodically makes with the U.S. Securities and Exchange Commission. The forward-looking statements included in this press release represent Spero's views as of the date of this press release. Spero anticipates that subsequent events and developments will cause its views to change. However, while Spero may elect to update these forward-looking statements at some point in the future, it specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Spero's views as of any date subsequent to the date of this press release.

Spero Investor and Media Contact:
Sharon Klahre
Senior Director, Investor Relations
857-242-1547
IR@sperotherapeutics.com