

**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 23, 2023

Graphite Bio, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40532
(Commission File Number)

84-4867570
(IRS Employer
Identification No.)

**201 HASKINS WAY
SUITE 210
SOUTH SAN FRANCISCO, California**
(Address of Principal Executive Offices)

94080
(Zip Code)

Registrant's Telephone Number, Including Area Code: 650 484-0886

(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))

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	GRPH	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 19, 2023, Alethia Young, the Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer of Graphite Bio, Inc. (the “Company”), notified the Company of her decision to resign, effective at the close of business on June 30, 2023. Ms. Young’s decision to resign is not related to any disagreement with the Company, its management, the Company’s Board of Directors (the “Board”) or any committee of the Board on any matter, whether related to the Company’s operations, policies, practices or otherwise.

The Company intends to appoint Josh Lehrer, the Company’s Chief Executive Officer, to serve as the Company’s Principal Financial Officer and Principal Accounting Officer effective immediately following Ms. Young’s departure.

Dr. Lehrer has served as the Company’s President, Chief Executive Officer and on the Company’s Board since April 2020. From October 2013 to April 2020, Dr. Lehrer held various leadership roles at Global Blood Therapeutics, Inc. (NASDAQ: GBT) (acquired by Pfizer, Inc. in October 2022), including Chief Medical Officer where he oversaw the development and approval of Oxbraya® (voxelotor) for the treatment of sickle cell disease. From September 2009 to October 2013, Dr. Lehrer served in leadership roles at Genentech, Inc. in clinical development and business development. Dr. Lehrer has also held attending physician roles at Stanford University Medical Center and the Palo Alto Veteran’s Affairs Health System. He holds an A.B. in Biochemical Sciences from Harvard University and a Master of Philosophy in Biological Sciences from the University of Cambridge. Dr. Lehrer earned his Doctor of Medicine at the University of California, San Francisco (UCSF), School of Medicine and completed his residency at UCSF in Internal Medicine. Dr. Lehrer served as a Clinical and Postdoctoral Fellow in cardiovascular medicine at Stanford University and attended the Institute for Entrepreneurship at the Stanford Graduate School of Business.

There are (a) no understandings or arrangements between Dr. Lehrer and any other person pursuant to which he was appointed as President, Chief Executive Officer, principal executive officer and a director of the Company and (b) Dr. Lehrer has no material interest in any transaction or proposed transaction in which the Company is or is to be a party. Dr. Lehrer has no family relationship with any director or executive officer of the Company. Dr. Lehrer has not been appointed to serve on any committee of the Board.

Item 7.01 Regulation FD Disclosure.

On June 23, 2023, the Company issued a press release announcing Ms. Young’s resignation. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information set forth in this Item 7.01 and Exhibit 99.1 shall not be deemed “filed” for purposes of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information contained in this Item 7.01 and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company under the Exchange Act or the Securities Act of 1933, as amended (the “Securities Act”), whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

Exhibit Number	Description
99.1	Press Release, dated June 23, 2023, entitled "Graphite Bio Announces Departure of Chief Financial Officer"
104	Cover Page Interactive Data (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.

Graphite Bio, Inc.

Date: June 23, 2023

By:

/s/ Josh Lehrer
Josh Lehrer
Chief Executive Officer



Graphite Bio Announces Departure of Chief Financial Officer

SOUTH SAN FRANCISCO, Calif., June 23, 2023 – Graphite Bio, Inc. (Nasdaq: GRPH) today announced that Alethia Young, the Company’s Chief Financial Officer, will step down from her position to pursue other opportunities. Ms. Young will remain with the Company through June 30, 2023 to oversee her current responsibilities and ensure an orderly transition.

“On behalf of the Board and the team at Graphite Bio, I would like to thank Alethia for her dedication and support. She has been an integral part of helping to lead the company since joining us last year. We wish her all the best in her next endeavors,” said Josh Lehrer, M.D., M. Phil., Chief Executive Officer of Graphite Bio.

“It has been an honor to serve as the first CFO of Graphite Bio. I have confidence in the Company’s finance and management team to guide the Company into its next stage of development,” said Ms. Young.

Learn more about the company by visiting www.graphitebio.com and following the company on LinkedIn and Twitter.

Forward-Looking Statements

Statements we make in this press release may include statements that are not historical facts and are considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). These statements may be identified by words such as “aims,” “anticipates,” “believes,” “could,” “estimates,” “expects,” “forecasts,” “goal,” “intends,” “may,” “plans,” “possible,” “potential,” “seeks,” “will” and variations of these words or similar expressions that are intended to identify forward-looking statements. Any such statements in this press release that are not statements of historical fact may be deemed to be forward-looking statements. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Exchange Act and are making this statement for purposes of complying with those safe harbor provisions.

Any forward-looking statements in this press release are based on Graphite Bio’s current views about our plans, intentions, expectations, strategies and prospects only as of the date of this release and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements, including the risk that we may encounter serious adverse events, undesirable side effects, or unexpected characteristics with respect to our product candidates. These risks concerning Graphite Bio’s programs and operations are described in additional detail in our periodic filings with the SEC, including our most recently filed periodic report, and subsequent filings thereafter. Graphite Bio explicitly disclaims any obligation to update any forward-looking statements except to the extent required by law.

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Investors and Media:

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