

**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 Act of 1934**

**Date of Report (Date of earliest event reported): November 9, 2020**

**MAGENTA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-38541**  
(Commission  
File Number)

**81-0724163**  
(I.R.S. Employer  
Identification Number)

**100 Technology Square**  
**Cambridge, Massachusetts**  
(Address of principal executive offices)

**02139**  
(Zip Code)

**Registrant's telephone number, including area code: (857) 242-0170**

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 240.13d-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
<b>Common Stock, \$0.001 Par Value</b>	<b>MGTA</b>	<b>The Nasdaq Global Market</b>

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 9, 2020, Magenta Therapeutics, Inc. (the “Company”) announced the appointment of Steve Mahoney as Chief Financial and Operating Officer of the Company, effective November 2, 2020 (the “Effective Date”). Mr. Mahoney will also serve as Treasurer and as the Company’s principal financial officer and principal accounting officer.

Mr. Mahoney, age 49, comes to the Company with more than 20 years of global biotechnology sector industry experience. Most recently, Mr. Mahoney served as President and Chief Operating Officer of Kiniksa Pharmaceuticals, Ltd. (“Kiniksa”), from August 2015 to November 2019 and as a senior advisor from November 2019 through December 2019. During his time at Kiniksa, the company raised capital in three private financing rounds, an initial public offering and a follow-on financing. Prior to his time at Kiniksa, Mr. Mahoney served as Chief Commercial Officer, among other executive titles of increasing responsibilities, at Synageva Biopharma Corp. Previous to that, he was Regional Director, Legal – Asia Pacific Region for Genzyme Corporation, following other roles for the organization. Mr. Mahoney holds an M.B.A. from the Boston College Carroll School of Management, a J.D. from Boston College Law School and a B.A. from Colorado College.

In connection with Mr. Mahoney’s appointment, the Company entered into an employment agreement, effective as of the Effective Date, with Mr. Mahoney, which sets forth certain terms of Mr. Mahoney’s employment and is in the same form as its standard form of employment agreement with the Company’s other executive officers. Mr. Mahoney’s employment agreement provides for the payment of an annual base salary for fiscal year 2020 of \$420,000 (which amount will be prorated based on his start date) and annual incentive compensation with a target amount equal to 40% of his base salary, each of which are subject to review and redetermination by the Compensation Committee of the Board of Directors of the Company. Mr. Mahoney is also eligible to participate in the employee benefit plans available to the Company’s employees, subject to the terms of those plans.

In connection with Mr. Mahoney’s appointment, the Company also entered into an indemnification agreement with Mr. Mahoney in the same form as its standard form of indemnification agreement with the Company’s other executive officers.

There are no arrangements or understandings between Mr. Mahoney and any other persons pursuant to which he was appointed as the Company’s Chief Financial and Operating Officer. Additionally, there are no transactions involving the Company and Mr. Mahoney that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

Prior to Mr. Mahoney’s appointment, Cindy Driscoll, the Company’s Vice President, Finance, had assumed the responsibilities of the principal financial officer and principal accounting officer of the Company on an interim basis. As a result of Mr. Mahoney’s appointment, Ms. Driscoll ceased to have these responsibilities as of November 5, 2020 following the filing of the Company’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2020. Ms. Driscoll will continue to serve as Vice President, Finance of the Company.

In connection with Mr. Mahoney’s appointment as Chief Financial and Operating Officer, the Company issued a press release on November 9, 2020 titled “Magenta Therapeutics Appoints Steve Mahoney as Chief Financial and Operating Officer”, a copy of which is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

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**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release, dated November 9, 2020.</a>
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.

**MAGENTA THERAPEUTICS, INC.**

Date: November 9, 2020

By: /s/ Jason Gardner

Title: President and Chief Executive Officer



### **Magenta Therapeutics Appoints Steve Mahoney as Chief Financial and Operating Officer**

CAMBRIDGE, Mass. – November 9, 2020 – **Magenta Therapeutics** (NASDAQ: MGTA), a clinical-stage biotechnology company developing novel medicines to bring the curative power of immune reset to more patients, today announced the appointment of Steve Mahoney as Chief Financial and Operating Officer.

“We welcome Steve to Magenta as a seasoned biotech executive with a strong leadership background,” said Jason Gardner, D.Phil., Chief Executive Officer and President, Magenta Therapeutics. “I look forward to partnering with Steve as we continue to grow Magenta and further establish our long-term clinical and commercial operations.”

As Chief Financial and Operating Officer, Mr. Mahoney will serve as a member of the Company’s Executive Team and will oversee all aspects of financial planning and analysis, as well as investor community engagement, including investor relations and other external stakeholder communications, in addition to R&D capital allocation strategy and operations and facilities management.

Mr. Mahoney comes to Magenta with more than 20 years of global biotechnology sector industry experience. Most recently, Mr. Mahoney served as President and Chief Operating Officer of Kiniksa Pharmaceuticals, Ltd., where the company raised capital in three private financing rounds, an initial public offering and a follow-on financing. Prior to his time at Kiniksa, Mr. Mahoney served as Chief Commercial Officer, among other executive titles of increasing responsibilities, at Synageva Biopharma. Previous to that, he was Regional Director, Legal – Asia Pacific Region for Genzyme Corporation, following other roles for the organization.

Mr. Mahoney holds a JD/MBA from Boston College and a BA from Colorado College.

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## **About Magenta Therapeutics**

Magenta Therapeutics is a clinical-stage biotechnology company developing medicines to bring the curative power of immune system reset through stem cell transplant to more patients with autoimmune diseases, genetic diseases and blood cancers. Magenta is combining leadership in stem cell biology and biotherapeutics development with clinical and regulatory expertise, a unique business model and broad networks in the stem cell transplant world to revolutionize immune reset for more patients.

Magenta is based in Cambridge, Mass. For more information, please visit [www.magentatx.com](http://www.magentatx.com).

Follow Magenta on Twitter: [@magentatx](https://twitter.com/magentatx).

## **Forward-Looking Statement**

This press release may contain forward-looking statements and information within the meaning of The Private Securities Litigation Reform Act of 1995 and other federal securities laws. The use of words such as “may,” “will,” “could,” “should,” “expects,” “intends,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “projects,” “seeks,” “endeavor,” “potential,” “continue” or the negative of such words or other similar expressions can be used to identify forward-looking statements. The express or implied forward-looking statements included in this press release are only predictions and are subject to a number of risks, uncertainties and assumptions, including, without limitation risks set forth under the caption “Risk Factors” in Magenta’s Annual Report on Form 10-K filed on March 3, 2020, as updated by Magenta’s most recent Quarterly Report on Form 10-Q and its other filings with the Securities and Exchange Commission. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this press release may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. Although Magenta believes that the expectations reflected in the forward-looking statements are reasonable, it cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, except as required by law, neither Magenta nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements included in this press release. Any forward-looking statement included in this press release speaks only as of the date on which it was made. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.

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