

**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 23, 2020**

KARUNA THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-38958
(Commission File Number)

27-0605902
(I.R.S. Employer
Identification No.)

33 Arch Street, Suite 3110
Boston, Massachusetts
(Address of principal executive offices)

02110
(Zip Code)

Registrant's telephone number, including area code: **(857) 449-2244**

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:

- 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, par value \$0.0001	KRTX	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 April 23, 2020, the Board of Directors (the “Board”) of Karuna Therapeutics, Inc. (the “Company”) appointed Christopher Coughlin as a director of the Company’s Board, effective April 24, 2020. Mr. Coughlin was also appointed to serve as the Chairman of the Company’s Audit Committee of the Board. Mr. Coughlin will serve as a Class II director, to serve until the Company’s annual meeting of stockholders in 2021.

Mr. Coughlin served as Senior Advisor to the CEO and Board of Directors of Tyco until September 2012. Prior to that, he was Executive Vice President and Chief Financial Officer of Tyco International from 2005 to 2010. During his tenure, he played a central role in the separation of Tyco into five independent, public companies. Prior to joining Tyco, he worked as the Chief Operating Officer of the Interpublic Group of Companies from June 2003 to December 2004 and as Chief Financial Officer from August 2003 to June 2004. Previously, Mr. Coughlin was Executive Vice President and Chief Financial Officer of Pharmacia Corporation from 1998 until its acquisition by Pfizer in 2003. Prior to that, he was Executive Vice President of Nabisco Holdings and President of Nabisco International. From 1981 to 1996 he held various positions, including Chief Financial Officer, at Sterling Winthrop. Mr. Coughlin currently serves on the board of directors of Allergan plc, Alexion Pharmaceuticals, Inc. and Prestige Consumer Healthcare Inc. Mr. Coughlin also previously served on the board of directors of Dun & Bradstreet Corp. and Hologic Inc. Mr. Coughlin received a B.S. in accounting from Boston College. Our Board believes that Mr. Coughlin is qualified to serve on our board of directors due to his extensive experience in complex financial and accounting matters, including public accounting and reporting, and his broad experience as a public company director.

Mr. Coughlin will be compensated for his service as a non-employee director pursuant to the Company’s Non-Employee Director Compensation Policy and received an initial option award to purchase 25,000 shares of the Company’s common stock pursuant to the Company’s 2019 Stock Option and Incentive Plan. As a non-employee director, Mr. Coughlin is also entitled to receive an annual cash retainer of \$35,000 as a member of the Board and an additional \$15,000 as Chairman of the Audit Committee of the Board.

The Company also entered into an indemnification agreement with Mr. Coughlin 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 Mr. Coughlin and any other persons pursuant to which he was selected as a director, and Mr. Coughlin has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release issued by Karuna Therapeutics, Inc., dated April 28, 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.

Date: April 28, 2020

KARUNA THERAPEUTICS, INC.

By: /s/ Troy Igelzi

Troy Igelzi

Chief Financial Officer



Karuna Therapeutics Appoints Christopher J. Coughlin to its Board of Directors

BOSTON—April 28, 2020—Karuna Therapeutics, Inc. (Nasdaq: KRTX), a clinical-stage biopharmaceutical company committed to developing novel therapies with the potential to transform the lives of people with disabling and potentially fatal neuropsychiatric disorders and pain, today announced the appointment of Christopher J. Coughlin to its board of directors. Mr. Coughlin will chair Karuna’s audit committee.

“We are thrilled to have Chris join our board,” stated Steve Paul, M.D., chief executive officer, president and chairman of Karuna Therapeutics. “Chris brings a broad range of experience in leading and advising companies of all sizes, including a number of successful pharmaceutical and biotechnology companies. His more than 25 years of experience and expertise in strategic financial transactions, acquisitions and divestures, and his strong accounting background will significantly add to the breadth of our current board as Karuna continues to progress and grow as a public company.”

“Karuna is doing remarkable work and its lead product has the potential to dramatically change the CNS treatment landscape,” stated Chris Coughlin. “Over the course of my career, I have had the opportunity to be a part of a number of companies and am excited to be joining Karuna’s board at this pivotal point as the company scales to meet its goal of delivering transformational therapies to patients. I look forward to working alongside other members of the board and company management to achieve better patient outcomes.”

Mr. Coughlin has served as a senior financial and operating executive at a number of global public companies and has served on the board of directors for many others. Most recently, he was executive vice president and chief financial officer of Tyco International Ltd., a global industrial and healthcare company. Prior to joining Tyco, Mr. Coughlin served as chief operating officer at Interpublic Group, a leading global advertising and market services holding company, as chief financial officer of Pharmacia Corporation, a major pharmaceutical company acquired by Pfizer, and as president of Nabisco International.

Mr. Coughlin is currently the lead independent director of Allergan plc, and chairs the audit and finance committee for Alexion Pharmaceuticals. He previously served on the board of directors of Dun & Bradstreet, Inc., where he was chairman; Hologic, Inc.; Forest Laboratories (acquired by Allergan plc); Covidien plc (acquired by Medtronic plc); Dipexium Pharmaceuticals Inc.; The Interpublic Group of Companies; Monsanto Company; and Perrigo Company. Mr. Coughlin was named NACD 2015 Corporate Director of the Year.

Mr. Coughlin holds a bachelor’s degree in accounting from Boston College.

About Karuna

Karuna is a clinical-stage biopharmaceutical company committed to developing and delivering first-in-class therapies with the potential to transform the lives of people with CNS disorders – which remain among the most disabling and potentially fatal disorders worldwide. Galvanized by the understanding that today’s neuropsychiatric and pain management patients deserve better, Karuna’s mission is to harness the untapped potential of the brain’s complex biology in pursuit of novel therapeutic pathways that will advance the standard of care. For more information, please visit karunatx.com.

Investor Contact:

Chris Brinzey

Westwicke, an ICR Company

+1 339 970-2843

chris.brinzey@westwicke.com

Media Contact:

Jenn Gordon

GlobalHealthPR

+1 202 587-2580

jgordon@globalhealthpr.com