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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 11, 2019 (July 8, 2019)**

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**Alynham Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36407**  
(Commission  
File Number)

**77-0602661**  
(IRS Employer  
Identification No.)

**300 Third Street, Cambridge, MA**  
(Address of Principal Executive Offices)

**02142**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 551-8200**

**Not applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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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, \$0.01 par value per share	ALNY	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.

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**Item 5.02. Departure of Directors or Principal Officers; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

(b) On July 8, 2019, Manmeet S. Soni resigned from his positions as Senior Vice President, Chief Financial Officer (“CFO”), principal financial officer and principal accounting officer of Alnylam Pharmaceuticals, Inc. (“Alnylam” or the “Company”), effective August 12, 2019 (the “Separation Date”). Mr. Soni will assist in a reasonable transition of responsibilities to his successor, including the filing of the Company’s Quarterly Report on Form 10-Q for the period ended June 30, 2019, and has agreed to provide ongoing consultation to the Company on an as-needed basis through August 12, 2020.

In connection with the conclusion of his employment with the Company, Mr. Soni and the Company have entered into a Separation Agreement dated July 10, 2019 (the “Separation Agreement”). Under the Separation Agreement, in consideration for his continued service through the Separation Date and his agreement to a general release and certain other standard terms and conditions, the Company has agreed to provide Mr. Soni with the following severance pay and benefits: (i) twelve months of salary continuation, and (ii) the cost of COBRA premiums, less Mr. Soni’s regular contribution towards premiums prior to the Separation Date, until the earlier of February 28, 2021 and the date Mr. Soni becomes eligible for coverage through another employer. In addition, in consideration for his provision of up to ten hours of consulting services per month to the Company following the Separation Date through August 12, 2020 (the “Consulting Period”) and subject to Mr. Soni’s compliance with all continuing obligations to the Company, the Company has agreed to continue the vesting of any equity awards outstanding as of the Separation Date through the Consulting Period. All equity awards vested at the end of the Consulting Period will be exercisable through November 12, 2020.

(c) On July 11, 2019, Alnylam announced that Jeffrey Poulton is joining the Company on July 11, 2019. As part of an orderly transition, Mr. Poulton will succeed Mr. Soni as the Company’s CFO effective August 13, 2019. Mr. Poulton will also succeed Mr. Soni as Alnylam’s designated principal financial officer and principal accounting officer for Securities and Exchange Commission (“SEC”) reporting purposes, effective August 13, 2019.

Prior to joining the Company, Mr. Poulton, 51, served as CFO of Indigo Ag, Inc., a company dedicated to harnessing nature to help farmers sustainably feed the planet, from January 2018 until April 2019. Prior to that Mr. Poulton was CFO of Shire plc, and a member of Shire’s Executive Committee and Board of Directors from April 2015 through December 2017, after serving as interim CFO from January 2015 to April 2015. As CFO of Shire, he had responsibility for all aspects of the finance organization including SEC reporting, Treasury, Tax, Internal Audit, Financial Planning & Analysis, Investor Relations, and Procurement. Prior to his CFO role at Shire, and beginning in 2003, Mr. Poulton held a variety of financial roles and also served in a general management capacity while leading Shire’s rare disease commercial operations in North America, Latin America, and Asia Pacific. Prior to his fifteen-year tenure at Shire, Mr. Poulton led corporate finance and business development initiatives in both the energy and materials manufacturing sectors, acting in financial leadership positions at Cinergy Corp and PPG Industries. He also served as a U.S. Navy Commissioned Officer aboard the USS Peoria. Mr. Poulton holds a B.A. in Economics from Duke University and an MBA in Finance from the Kelley School of Business at Indiana University.

In connection with his employment with the Company as Executive Vice President and CFO, Mr. Poulton will receive an annual base salary of \$530,000. Mr. Poulton will also be eligible for an annual cash bonus (commencing with a pro-rated bonus for 2019) under the Company’s Annual Incentive Program with an annual incentive target of 50% of his then current annual base salary, subject to the achievement of certain performance goals established by the Company. Achievement of Company goals will be determined by the Board of Directors (the “Board”) and any cash bonus paid will be

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calculated in accordance with the terms of such Annual Incentive Program. The Compensation Committee of the Board has also approved the grant, effective as of the first trading day of the month immediately following Mr. Poulton's start date (the "Grant Date"), of an option to purchase an aggregate of 125,000 shares of Alnylam's common stock. The stock options granted to Mr. Poulton will have a ten-year term and an exercise price equal to the per share closing price of the Company's common stock as reported by Nasdaq on the Grant Date. The stock options will vest over four years, with 25% vesting on the first anniversary of the Grant Date and the remainder vesting ratably at the end of each three-month period thereafter over the remaining three years.

Mr. Poulton will also be eligible for all other compensation and benefit plans available to the Company's executive officers.

In particular, Mr. Poulton and the Company will also enter into a Change in Control ("CIC") Agreement consistent with the form of the existing CIC Agreement entered into between the Company and its executive officers filed with the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017.

In addition, the Company will enter into an indemnification agreement with Mr. Poulton consistent with the form of the existing indemnification agreement entered into between the Company and its executive officers filed with the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.

**Item 7.01. Regulation FD Disclosure.**

On July 11, 2019, the Company issued a press release announcing Mr. Poulton will succeed Mr. Soni as CFO. A copy of this press release is furnished as Exhibit 99.1 to this Report on Form 8-K.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and 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 filing.

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

(d) Exhibits

99.1 [Press Release dated July 11, 2019 furnished herewith.](#)

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**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.

ALNYLAM PHARMACEUTICALS, INC.

Date: July 11, 2019

By: /s/ Laurie B. Keating

Laurie B. Keating

Executive Vice President, Chief Legal Officer and Secretary

**Contacts:**  
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### **Alnylam Pharmaceuticals Announces Transition of Chief Financial Officer**

*– Announces Planned Appointment of Jeff Poulton –*

*– Manmeet S. Soni to Resign After a Transition Period –*

CAMBRIDGE, Mass., July 11, 2019 – Alnylam Pharmaceuticals, Inc. (Nasdaq: ALNY), the leading RNAi therapeutics company, announced today that Jeff Poulton is joining the Company on July 11, 2019 and has been appointed Executive Vice President and Chief Financial Officer (CFO), effective August 13, 2019. Jeff will join Alnylam with nearly 25 years of financial, operational and strategic leadership experience, including serving as Executive Vice President and CFO of Shire plc. Manmeet S. Soni has decided to resign to pursue other interests; he will continue as CFO of Alnylam through August 12, 2019 providing a smooth transition.

“The Board of Directors and I are sincerely grateful to Manmeet for his many contributions in support of Alnylam’s global expansion and commercialization activities over the last couple of years, where he led the buildout of our global financial and operational infrastructure and strengthened the Company’s balance sheet with over \$1.5 billion in new equity capital. I’m grateful that Manmeet will assist in a smooth transition, and we wish him well in his next endeavor,” said John Maraganore, Ph.D., Chief Executive Officer of Alnylam. “Jeff brings a wealth of experience to Alnylam that is ideal at this exciting point in our Company’s ongoing growth. He is a seasoned leader with a proven track record and I look forward to partnering with him to drive our transition toward a global, multi-product and self-sustainable company with a deep clinical pipeline and robust product engine for future innovation.”

“I’ve thoroughly enjoyed my time as part of the Alnylam team and am proud of the many contributions made to launch the Company as a commercial enterprise and support its global expansion across multiple geographies,” said Manmeet S. Soni, Chief Financial Officer of Alnylam. “I am confident that the foundation created over the past few years will serve the Company well for many years to come, and that Alnylam’s emerging transition toward a sustainable business is very much in hand. I look forward to working with Jeff during the transition period.”

“The opportunity to join a company like Alnylam that lives at the leading edge of RNAi science, clinical development and patient care by leveraging its powerful product engine is unmatched,” said Jeff Poulton. “With a strong commercial launch of ONPATPRO underway, a New Drug Application and Marketing Authorization Application for a second investigational RNAi

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therapeutic having been recently filed with the FDA and EMA, and a robust pipeline of opportunities, including several now in Phase 3, I look forward to leveraging my experience toward bringing innovative medicines to patients around the globe.”

Mr. Poulton was most recently Chief Financial Officer of Indigo Ag, Inc., a company dedicated to harnessing nature to help farmers sustainably feed the planet. Prior to that Mr. Poulton was Chief Financial officer of Shire plc, and member of Shire’s Executive Committee and Board of Directors. As CFO of Shire, he had responsibility for all aspects of the finance organization including SEC reporting, Treasury, Tax, Internal Audit, Financial Planning & Analysis, Investor Relations, and Procurement. Prior to his CFO role at Shire he held a variety of financial roles and also served in a general management capacity while leading Shire’s rare disease commercial operations in North America, Latin America, and Asia Pacific.

Prior to his fifteen-year tenure at Shire, Jeff led corporate finance and business development initiatives in both the energy and materials manufacturing sectors, in financial leadership positions at Cinergy Corp and PPG industries. He also served as a U.S. Navy Commissioned Officer.

Mr. Poulton holds a B.A. in Economics from Duke University and an MBA in Finance from the Kelley School of Business at Indiana University. He is a member of the Board of Directors of EIP Pharmaceuticals.

#### **About Alnylam**

Alnylam (Nasdaq: ALNY) is leading the translation of RNA interference (RNAi) into a whole new class of innovative medicines with the potential to transform the lives of people afflicted with rare genetic, cardio-metabolic, hepatic infectious, and central nervous system (CNS)/ocular diseases. Based on Nobel Prize-winning science, RNAi therapeutics represent a powerful, clinically validated approach for the treatment of a wide range of severe and debilitating diseases. Founded in 2002, Alnylam is delivering on a bold vision to turn scientific possibility into reality, with a robust discovery platform. Alnylam’s first approved RNAi therapeutic is ONPATPRO® (patisiran) available in the U.S., EU and Japan. Alnylam has a deep pipeline of investigational medicines, including five product candidates that are in late-stage development. Looking forward, Alnylam will continue to execute on its “Alnylam 2020” strategy of building a multi-product, commercial-stage biopharmaceutical company with a sustainable pipeline of RNAi-based medicines to address the needs of patients who have limited or inadequate treatment options. Alnylam employs over 1,200 people worldwide and is headquartered in Cambridge, MA. For more information about our people, science and pipeline, please visit [www.alnylam.com](http://www.alnylam.com) and engage with us on Twitter at [@Alnylam](https://twitter.com/Alnylam) or on [LinkedIn](https://www.linkedin.com/company/alnylam).

#### **Alnylam Forward Looking Statements**

Various statements in this release concerning Alnylam’s future expectations, plans and prospects, including, without limitation, Alnylam’s expectations regarding growth, global expansion, the productivity of its product engine, the transition toward becoming a multi-product, self-sustainable company with a deep pipeline, and its “Alnylam 2020” guidance for the advancement and commercialization of RNAi therapeutics, constitute forward-looking statements for the purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995. Actual results and future plans may differ materially from those indicated by these

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forward-looking statements as a result of various important risks, uncertainties and other factors, including, without limitation, Alnylam's ability to discover and develop novel drug candidates and delivery approaches, successfully demonstrate the efficacy and safety of its product candidates, the pre-clinical and clinical results for its product candidates, which may not be replicated or continue to occur in other subjects or in additional studies or otherwise support further development of product candidates for a specified indication or at all, actions or advice of regulatory agencies, which may affect the design, initiation, timing, continuation and/or progress of clinical trials or result in the need for additional pre-clinical and/or clinical testing, delays, interruptions or failures in the manufacture and supply of its product candidates, obtaining, maintaining and protecting intellectual property, Alnylam's ability to enforce its intellectual property rights against third parties and defend its patent portfolio against challenges from third parties, obtaining and maintaining regulatory approval, pricing and reimbursement for products, progress in establishing a commercial and ex-United States infrastructure, successfully launching, marketing and selling its approved products globally, Alnylam's ability to successfully expand the indication for ONPATTRO in the future, competition from others using technology similar to Alnylam's and others developing products for similar uses, Alnylam's ability to manage its growth and operating expenses, obtain additional funding to support its business activities, and establish and maintain strategic business alliances and new business initiatives, Alnylam's dependence on third parties for development, manufacture and distribution of products, the outcome of litigation, the risk of government investigations, and unexpected expenditures, as well as those risks more fully discussed in the "Risk Factors" filed with Alnylam's most recent Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (SEC) and in other filings that Alnylam makes with the SEC. In addition, any forward-looking statements represent Alnylam's views only as of today and should not be relied upon as representing its views as of any subsequent date. Alnylam explicitly disclaims any obligation, except to the extent required by law, to update any forward-looking statements.

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