

Achaogen Inc  
Form 8-K  
January 09, 2017

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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): January 4, 2017

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ACHAOGEN, INC.

(Exact name of registrant as specified in its charter)

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Delaware                              001-36323      68-0533693  
(State or other jurisdiction    (Commission    (IRS Employer  
of incorporation)              File Number)    Identification Number)

7000 Shoreline Court, Suite 371

South San Francisco, CA 94080

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 800-3636

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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:

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))

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

On January 4, 2017, the Board of Directors (the “Board”) of Achaogen, Inc. (the “Company”) appointed Halley Gilbert, effective immediately, to serve as a member of the Board. Ms. Gilbert was appointed as a Class II director, with an initial term expiring at the Company’s 2019 annual meeting of stockholders. To accommodate the appointment, the Board also increased the size of the Board from eight directors to nine directors.

Ms. Gilbert will receive cash and equity compensation as provided in the Company’s Non-Employee Director Compensation Program. Pursuant to this program, upon appointment to the Board, Ms. Gilbert received an option under the Company’s 2014 Equity Incentive Award Plan to purchase 20,000 shares of the Company’s common stock with an exercise price of \$14.88 per share, the closing price of the Company’s common stock on the date of appointment. The option will vest and become exercisable as to 1/36th of the shares subject to the option each month following January 4, 2017, subject to Ms. Gilbert’s continued service to the Company through each applicable vesting date. The Company expects to enter into the Company’s standard director indemnification agreement with Ms. Gilbert.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 9, 2017 ACHAOPEN, INC.

By: /s/ Tobin Schilke  
Tobin Schilke  
Chief Financial Officer