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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 15, 2021

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**AEROVATE THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

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

**001-40544**  
(Commission  
File Number)

**83-1377888**  
(I.R.S. Employer  
Identification No.)

**Aerovate Therapeutics, Inc.**  
**200 Berkeley Street, Floor 18, Boston, Massachusetts 02116**  
(Address of principal executive offices, including zip code)

**(617) 443-2400**  
(Registrant's telephone number, including area code)

**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:

- 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:

<u>Title of each class</u>	<u>Trade Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.0001 par value per share	AVTE	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.

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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 July 15, 2021, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Aerovate Therapeutics, Inc. (the “Company”), the Board appointed Allison Dorval as a member of the Board, effective as of July 15, 2021 (the “Effective Date”). Ms. Dorval will serve as a Class II director until her term expires at the 2023 annual meeting of stockholders at which time she will stand for election by the Company’s stockholders. The Board determined that Ms. Dorval is independent under the listing standards of the Nasdaq Global Market.

Ms. Dorval was also appointed to serve as chair of the Audit Committee of the Board (the “Audit Committee”). The Board has determined that Ms. Dorval meets the requirements for independence of audit committee members under the applicable listing standards of Nasdaq and the Securities Exchange Act of 1934, as amended, and also qualifies as an “audit committee financial expert” within the meaning of applicable Securities and Exchange Commission regulations. In connection with Ms. Dorval’s appointment, as of the Effective Date, Joshua Resnick, M.D. resigned as a member of the Audit Committee, and Maha Katabi, Ph.D. resigned as chair of the Audit Committee. Dr. Katabi will continue to serve as a member of the Audit Committee. Effective as of Effective Date, the Audit Committee is composed of Ms. Dorval, Dr. Katabi and Mr. Iwicki, and is chaired by Ms. Dorval. The composition of the Compensation Committee and the Nominating and Corporate Governance Committee remains unchanged.

As a non-employee director, Ms. Dorval will receive cash compensation and an equity award for her Board service in accordance with the Company’s Non-Employee Director Compensation Policy. Ms. Dorval is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Ms. Dorval and any other persons pursuant to which she was selected as a director. In addition, Ms. Dorval has entered into an indemnification agreement with the Company consistent with the form of indemnification agreement entered into between the Company and its existing non-employee directors.

On July 19, 2021, the Company issued a press release announcing Ms. Dorval’s appointment to the Board. A copy of this press release is filed as Exhibit 99.1 to this report on Form 8-K.

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

(d) Exhibits

[99.1](#) [Press release of Aerovate Therapeutics, Inc., dated July 19, 2021](#)

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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.

Aerovate Therapeutics, Inc.

Date: July 19, 2021

By: /s/ Timothy P. Noyes  
Timothy P. Noyes  
Chief Executive Officer

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### **Aerovate Therapeutics Appoints Allison Dorval To Its Board of Directors**

Boston, July 19, 2021- Aerovate Therapeutics, Inc. (Nasdaq: AVTE), a clinical stage biopharmaceutical company focused on developing drugs that meaningfully improve the lives of patients with rare cardiopulmonary disease, today announced the appointment of Allison Dorval, chief financial officer of Voyager Therapeutics, Inc. ("Voyager"), as a member of Aerovate's Board of Directors.

"The addition of Allison's corporate finance and broad operating expertise to our Board of Directors will serve Aerovate well as we seek to develop and commercialize AV-101, our novel dry powder inhaled formulation of the drug imatinib, for the treatment of pulmonary arterial hypertension, also known as PAH," said Timothy Noyes, chief executive officer of Aerovate. "We are thrilled to welcome her to Aerovate and to benefit from her deep experience, which includes providing financial stewardship for publicly traded companies."

Ms. Dorval currently serves as chief financial officer and principal finance and accounting officer at Voyager Therapeutics, and is a member of the Board of Directors of Puma Biotechnology, Inc. She has over twenty years of corporate finance, accounting and operating experience, including 14 years of life sciences executive finance experience. Prior to Voyager, Ms. Dorval served as vice president, controller, at Juniper Pharmaceuticals, Inc., and as chief financial officer at Insulet Corporation, where she led financial planning, reporting and accounting. Previously, Ms. Dorval held corporate finance positions with iBasis, Inc. and Digitas Inc. Ms. Dorval is a certified public accountant and began her career in public accounting at PricewaterhouseCoopers LLP, where she held positions of increasing responsibility and scope. Ms. Dorval obtained a Bachelor of Science in Business Administration (accounting concentration) from the University of Vermont.

"Joining the Aerovate Board of Directors presents a unique opportunity to contribute to the development of a novel approach to treating pulmonary arterial hypertension," commented Ms. Dorval. "People suffering from PAH face a poor prognosis, despite the availability of multiple approved therapies. I am excited about helping Aerovate deliver a potential new treatment option for these underserved patients."



## **About Aerovate Therapeutics, Inc.**

Aerovate is a clinical stage biopharmaceutical company focused on developing drugs that meaningfully improve the lives of patients with rare cardiopulmonary disease. Aerovate's initial focus is on advancing AV-101, its dry powder inhaled formulation of the drug imatinib for the treatment of pulmonary arterial hypertension, or PAH.

## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, express or implied statements regarding the advancement of our clinical programs, our expectations of the therapeutic benefits related thereto, and our growth as a company and the anticipated contribution of the members of our board of directors to our operations and progress. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words.

Any forward-looking statements in this press release are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, those risks and uncertainties related to the advancement of our clinical program for AV-101, the expected impact and contribution of our Board of Directors and executives to our business, and other risks identified in our filings with the Securities and Exchange Commission ("SEC"), including our Registration Statement on Form S-1, and subsequent filings with the SEC. We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. We disclaim any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements. Any forward-looking statements contained in this press release represent our views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date.

## **Contact:**

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