

**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): **August 6, 2024**

Gyre Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

000-51173
(Commission File Number)

56-2020050
(IRS Employer Identification No.)

**12770 High Bluff Drive
Suite 150
San Diego, CA**
(Address of principal executive offices)

92130
(Zip Code)

Registrant's telephone number, including area code: **(619) 949-3681**

N/A

(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 (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	GYRE	The Nasdaq Capital 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.

Appointment of Director

On August 6, 2024, the Board of Directors (the “Board”) of Gyre Therapeutics, Inc. (the “Company”) appointed David Epstein, Ph.D. as a Class II director to serve until the Company’s 2026 Annual Meeting of Stockholders and until his successor is duly elected and qualified. Dr. Epstein was also appointed as a member of the Board’s Audit Committee and Compensation Committee.

Dr. Epstein, age 65, is a co-founder of PairX Bio Pte. Ltd., a biopharmaceutical company, where he has served as a director since June 2022 and as President and Chief Executive Officer since September 2023. Dr. Epstein is also the co-founder of Black Diamond Therapeutics, Inc. (Nasdaq: BDTX), where he served as President and Chief Executive Officer from September 2016 to September 2023. He also served as director of Black Diamond Therapeutics from September 2016 until June 2024. From January 2019 to June 2023, Dr. Epstein served as an Associate Professor in the Cancer and Stem Cell Biology Program at Duke-NUS Medical School. From April 2014 to December 2018, Dr. Epstein held various positions, including Vice Dean, Innovation & Entrepreneurship and Associate Professor in Cancer and Stem Biology, at Duke-NUS Medical School, Singapore, where he founded and built Duke-NUS’s Center for Technology & Development. From June 2010 to March 2013, Dr. Epstein was Senior Vice President, Chief Scientific Officer and Site Head for OSI Pharmaceuticals, Inc. (“OSI”), a pharmaceutical company acquired by Astellas Pharma, Inc. He also served as Senior Vice President and Chief Scientific Officer, Oncology, at OSI from 2006 to 2010. Before joining OSI, from 2001 to 2006, Dr. Epstein served as Vice President, Biology, and from 2000 to 2003, as co-founder and director at Archemix Corporation, a biotechnology company. Dr. Epstein served as a member of the board of directors at MetaStat, Inc., a precision medicine biotechnology company, from April 2013 to April 2015. Dr. Epstein earned a B.S. in Chemistry from Lewis & Clark College and a Ph.D. in Biochemistry from Brandeis University. Dr. Epstein completed a joint post-doctoral fellowship, leading a collaboration in protein structure, function and NMR dynamics between the labs of Steven Benkovic at Penn State and Peter Wright at The Scripps Research Institute in La Jolla, California.

In connection with his appointment to the Board, Dr. Epstein will be entitled to receive compensation in accordance with the Company’s non-employee director compensation policy as described in the Company’s Definitive Proxy Statement filed on April 29, 2024. Dr. Epstein is also entering into the Company’s standard form of indemnification agreement, a form of which was previously filed as Exhibit 10.3 to the Company’s Current Report on Form 8-K filed on October 30, 2023.

There are no arrangements or understandings between Dr. Epstein and any other person pursuant to which he was appointed as director of the Company; there are no family relationships between Dr. Epstein and any director or executive officer of the Company; and Dr. Epstein is not a party to any transactions of the type that would require disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

A copy of the Company’s press release announcing the foregoing appointment is furnished hereto as Exhibit 99.1.

The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed “filed” for purposes of Section 18 of 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 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

Also on August 6, 2024, the Board appointed Rodney Nussbaum as chair of the Audit Committee.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.* The following exhibits are being furnished herewith:

Exhibit Number	Exhibit Title or Description
99.1	Press Release, dated August 8, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

GYRE THERAPEUTICS, INC.

Date: **August 8, 2024**

By: /s/ Ruoyu Chen

Name: Ruoyu Chen

Title: Chief Financial Officer



Gyre Therapeutics Announces Appointment of David M. Epstein, Ph.D., to Board of Directors

SAN DIEGO, Aug. 8, 2024 (GLOBE NEWSWIRE) – Gyre Therapeutics (“Gyre”) (Nasdaq: GYRE), a self-sustainable, commercial-stage biotechnology company with clinical development programs focusing on a variety of chronic organ diseases, today announced the appointment of David M. Epstein, Ph.D., to Gyre’s Board of Directors (the “Board”), effective August 6, 2024. Dr. Epstein will serve as a member of the Audit Committee of the Board and as member of the Compensation Committee of the Board.

“We are thrilled to welcome David to the Gyre Board,” said Han Ying, Ph.D., Chief Executive Officer of Gyre Therapeutics. “His extensive global experience in biotech companies across the U.S. and Asia will be instrumental to Gyre as we advance our robust pipeline of clinical and pre-clinical assets forward.”

“I am delighted to join Gyre’s Board and to work with the company as it continues to advance novel therapies for fibrotic diseases,” said Dr. Epstein. “I look forward to supporting Gyre as it continues to develop its global therapeutic pipeline.”

Dr. Epstein is a co-founder of PairX Bio Pte. Ltd., a Singapore-based biotechnology company that is developing next-generation cancer-selective biologics, where he currently serves as director, President and Chief Executive Officer. Dr. Epstein co-founded and served as President and Chief Executive Officer of Black Diamond Therapeutics (Nasdaq: BDTX), leading the company through its January 2020 IPO and clinical proof-of-concept of its EFGR MasterKey inhibitor in 2023. Prior to Black Diamond, Dr. Epstein was Vice Dean, Innovation & Entrepreneurship and Associate Professor at Duke-NUS Medical School in Singapore, and prior to that he served as Chief Scientific Officer of OSI Pharmaceuticals (“OSI”), which was acquired by Astellas Pharma for over \$4 billion in 2010. Before his time at OSI, Dr. Epstein was a scientific founder and director at Archemix Corp., where he developed avacincaptad pegol (Izervay™), an anti-C5 aptamer for treatment of geographic atrophy secondary to age-related macular degeneration. Izervay™ was acquired by Iveric Bio and sold to Astellas Pharma Inc. for \$5.9 billion in 2023.

About Gyre Therapeutics

Gyre Therapeutics is a biopharmaceutical company headquartered in San Diego, CA, with a primary focus on the development and commercialization of F351 (Hydronidone) for the treatment of NASH-associated fibrosis in the U.S. Gyre’s development strategy for F351 in NASH is based on the company’s experience in NASH rodent model mechanistic studies and CHB-induced liver fibrosis clinical studies. Gyre is also advancing a diverse pipeline in the PRC through its indirect controlling interest in Gyre Pharmaceuticals, including ETUARY therapeutic expansions, F573, F528, and F230.

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, which statements are subject to substantial risks and uncertainties and are based on estimates and assumptions. All statements, other than statements of historical facts included in this press release, are forward-looking statements, including statements concerning: expectations regarding Gyre’s research and development efforts, expectations regarding future product sales, and Gyre’s business strategies. In some cases, you can identify forward-looking statements by terms such as “may,” “might,” “will,” “objective,” “intend,” “should,” “could,” “can,” “would,” “expect,” “believe,” “design,” “estimate,” “predict,” “potential,” “plan” or the negative of these terms, and similar expressions intended to identify forward-looking statements. These statements reflect Gyre’s plans, estimates, and expectations, as of the date of this press release. These statements involve known and unknown risks, uncertainties and other factors that could cause Gyre’s actual results to differ materially from the forward-looking statements expressed or implied in this press release, including without limitation: Gyre’s ability to execute on its clinical development strategies; positive results from a clinical trial may not necessarily be predictive of the results of future or ongoing clinical trials; the timing or likelihood of regulatory filings and approvals; competition from competing products; the impact of general economic, health, industrial or political conditions in the United States or internationally; the sufficiency of Gyre’s capital resources and its ability to raise additional capital. Additional risks and factors are identified under “Risk Factors” in Gyre’s Annual Report on Form 10-K for the year ended December 31, 2023, filed on March 27, 2024, and subsequent reports filed with the Securities and Exchange Commission.

Gyre expressly disclaims any obligation to update any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

For Investors:

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