

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): March 15, 2023

Gamida Cell Ltd.
(Exact name of registrant as specified in its Charter)

Israel
(State or other jurisdiction
of incorporation)

001-38716
(Commission File Number)

Not Applicable
(IRS Employer
Identification No.)

116 Huntington Avenue, 7th Floor
Boston, Massachusetts
(Address of principal executive offices)

02116
(Zip Code)

(617) 892-9080
(Registrant's telephone number, including area code)

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 (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
Ordinary Shares, NIS 0.01 par value	GMDA	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.

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

Director Departures

On March 15, 2023, Dr. Anat Cohen-Dayag submitted her resignation from the board of directors (the “**Board**”) of Gamida Cell Ltd. (the “**Company**”), which resignation was effective immediately. Dr. Cohen-Dayag was a member of the Board’s Nominating and Governance Committee and chairperson of the Board’s Science and Technology Committee.

On March 16, 2023, Dr. Naama Halevi Davidov submitted her resignation from the Board, which resignation was effective immediately. Dr. Halevi Davidov was a member of the Board’s Audit Committee.

On March 17, 2023, Mr. Robert Blum submitted his resignation from the Board, which resignation was effective immediately. Mr. Blum was chairperson of the Board, chairperson of the Board’s Nominating and Governance Committee, and a member of the Board’s Compliance Committee.

Appointment of Chairwoman of the Board

On March 20, 2023, the Board appointed Ms. Shawn Tomasello as chairwoman of the Board, effective immediately. The Board also appointed Ms. Tomasello to the Board’s Audit Committee, effective immediately.

Appointments to Board Committees

On March 20, 2023, the Board appointed Mr. Ken Moch and Dr. Ivan Borrello to the Board’s Nominating & Governance Committee, with Mr. Moch to serve as the chair of such committee. In addition, on March 20, 2023, the Board appointed Dr. Julian Adams to the Board’s Compliance Committee.

Item 7.01 Regulation FD Disclosure.

On March 20, 2023, the Company issued a press release entitled “*Gamida Cell Announces Changes to Board of Directors.*” The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under this Item 7.01 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or subject to the liabilities of that section. The information shall not be deemed incorporated by reference into any other filing with the Securities and Exchange Commission made by the Company, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release, dated March 20, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Gamida Cell Ltd.

Dated: March 20, 2023

By: /s/ Josh Patterson
Josh Patterson
General Counsel

**Investor and Media Contact:**

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Gamida Cell Announces Changes to Board of Directors

Shawn Cline Tomasello to become Chairwoman, succeeding Chairman Robert I. Blum, who is resigning; Company focuses on upcoming regulatory milestone and commercialization

Directors Dr. Naama Halevi-Davidov and Dr. Anat Cohen-Dayag also stepping down

BOSTON – March 20, 2023– Gamida Cell Ltd. (Nasdaq: GMDA), a cell therapy pioneer working to turn cells into powerful therapeutics, today announced the resignation of Chairman Robert I. Blum. The Board of Directors has elected Shawn Cline Tomasello Chairwoman, effective immediately.

“On behalf of my fellow Board members and Gamida Cell’s employees, I want to thank Robert for his dedicated service to this company,” said Abbey Jenkins, Gamida Cell President and CEO. “Robert has been a tireless advocate for Gamida Cell for the past five years and has provided strong oversight through many critical decisions. Shawn is a highly respected and seasoned biotech executive with tremendous experience in all dimensions of our industry, including corporate strategy and commercialization of innovative hematology, oncology and cell therapies. We look forward to her leadership as we approach our May 1 FDA target action date for omidubicel and, if approved, shift our focus to commercialization.”

Shawn Cline Tomasello joined Gamida Cell’s Board of Directors in June 2019, bringing extensive experience in leading successful commercial activities at several pharmaceutical companies and providing key strategic guidance on company boards. Most recently, she served as Chief Commercial Officer of Kite Pharma, now part of Gilead Sciences, where she oversaw the global commercialization of Yescarta[®], the first approved CAR-T therapy for non-Hodgkin lymphoma and was a key executive in the Kite/Gilead acquisition for \$11.9 billion in August 2017. Prior to joining Kite, Ms. Tomasello was Chief Commercial Officer and had responsibility for Medical Affairs at Pharmacyclics. While at Pharmacyclics, the company’s market cap increased from \$8 billion to \$19 billion, and it was ultimately acquired by AbbVie for \$21 billion. Ms. Tomasello has extensive strategic experience in building world-class organizations working across all relevant encompassing functions. She holds a bachelor’s degree in marketing from the University of Cincinnati and an MBA from Murray State University and currently also serves on the public Boards of AlloVir, TCR2 Therapeutics, Inc. and 4D Molecular Therapeutics.

“I’m excited to take on the role of Chairwoman,” said Ms. Tomasello. “Gamida Cell is at an inflection point, with the potential FDA approval of omidubicel in the near term. This company has a therapy that can make a meaningful difference in the lives of patients, and an executive team that I’m confident can execute an effective launch.”

In addition, the company announced the resignations of Dr. Anat Cohen-Dayag and Dr. Naama Halevi-Davidov. Both joined the board in January 2022. Dr. Cohen-Dayag chaired the Science and Technology Committee and served on the Nominating and Governance Committee. Dr. Halevi-Davidov was a member of the Audit Committee.

About Gamida Cell

Gamida Cell is a cell therapy pioneer working to turn cells into powerful therapeutics. The company has a diverse pipeline of potentially curative cell therapy candidates for patients with blood cancers and solid tumors. We apply a proprietary expansion platform leveraging the properties of NAM to allogeneic cell sources including umbilical cord blood-derived cells and Natural Killer (NK) cells to create therapy candidates with the potential to redefine standards of care. These include omidubicel, an advanced cell therapy candidate for allogeneic hematopoietic stem cell transplant that, if approved, has the potential to expand access and improve outcomes for patients with blood cancers, and a line of enhanced and engineered NK cells targeted at solid tumors and hematological malignancies. For additional information, please visit www.gamida-cell.com or follow Gamida Cell on LinkedIn, Twitter, Facebook or Instagram at [@GamidaCellTx](https://www.instagram.com/GamidaCellTx).

Cautionary Note Regarding Forward Looking Statements

This press release contains forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995, including with respect to timing of the FDA's review of the BLA for omidubicel, and the potentially life-saving or curative therapeutic and commercial potential of Gamida Cell's product candidates (including omidubicel). Any statement describing Gamida Cell's goals, expectations, financial or other projections, intentions or beliefs is a forward-looking statement and should be considered an at-risk statement. Such statements are subject to a number of risks, uncertainties and assumptions, including those related to clinical, scientific, regulatory and technical developments and those inherent in the process of developing and commercializing product candidates that are safe and effective for use as human therapeutics. In light of these risks and uncertainties, and other risks and uncertainties that are described in the Risk Factors section and other sections of Gamida Cell's Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission (SEC) on November 14, 2022, and other filings that Gamida Cell makes with the SEC from time to time (which are available at <http://www.sec.gov>), the events and circumstances discussed in such forward-looking statements may not occur, and Gamida Cell's actual results could differ materially and adversely from those anticipated or implied thereby. Although Gamida Cell's forward-looking statements reflect the good faith judgment of its management, these statements are based only on facts and factors currently known by Gamida Cell. As a result, you are cautioned not to rely on these forward-looking statements.

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