

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): June 8, 2022

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  
Boston, Massachusetts  
(Address of principal executive offices)

02116  
(Zip Code)

(713) 400-6400  
(Registrant's telephone number, including area code)

5 Nahum Heftsadie Street  
Givaat Shaul, Jerusalem, Israel 91340  
(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.**

**Appointment of Ivan M. Borrello, M.D. to the Board of Directors**

On June 8, 2022, the Board of Directors (the “*Board*”) of Gamida Cell Ltd. (the “*Company*”) appointed Ivan M. Borrello, M.D. to the Company’s Board, effective June 9, 2022. Dr. Borrello will serve as a Class III director, with an initial term expiring at the Company’s 2024 annual meeting of shareholders. Dr. Borrello was also appointed to serve as a member of the Science and Technology Committee of the Board, effective June 9, 2022.

Dr. Borrello has served as an Associate Professor of Oncology at the Sidney Kimmel Comprehensive Cancer Center at Johns Hopkins University School of Medicine since 2008. He is also an Attending Physician at The Johns Hopkins Hospital and Director of the Cellular Therapeutics and Multiple Myeloma programs. Dr. Borrello is a co-founder of WindMIL Therapeutics where he has served as senior clinical advisor since 2014 and is a co-founder of Meridian Therapeutics where he has served as senior clinical advisor since 2021. From 2001 to 2008, he was an Assistant Professor of Immunotherapy and Hematopoiesis, Hematologic Malignancies at Johns Hopkins Oncology Center. Dr. Borrello received a B.A. in Biology from Catholic University and an M.D. from the Medical College of Virginia.

Dr. Borrello will receive a fee of \$40,000 per calendar year of service on the Board and \$10,000 for his service as a member of the Science and Technology Committee of the Board, each payable in quarterly installments. He will also receive an initial award of 19,000 options to purchase ordinary shares of the Company (“*Options*”). The Options will vest during a 12-month period, with 25% of the Options to vest at the end of each 3-month period, subject to Dr. Borrello’s continued service on the Board through each such date. Dr. Borrello will also receive an initial award of 4,000 restricted stock units of the Company, all of which will vest on the 12-month anniversary of the date of grant, subject to Dr. Borrello’s continued service on the Board through each such date. In addition, on November 1<sup>st</sup> of each year he continues to serve as a member of the Board, Dr. Borrello will receive an annual award of 9,500 options to purchase ordinary shares of the Company and 2,000 restricted stock units of the Company, subject to adjustment by the Compensation Committee of the Board or the Company’s shareholders. This compensation is subject to the terms of compensation payable to the Company’s non-executive directors, as described under “*Agreements and Arrangements with Directors and Executive Officers*” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 filed with the Securities and Exchange Commission (the “*SEC*”). The Company will enter into its standard indemnification agreement for directors and officers with Dr. Borrello, the form of which was filed as an exhibit to the Company’s Registration Statement on Form F-1 (File No. 333-227601) filed with the SEC on October 17, 2018, as amended and approved by the Company’s shareholders at the annual general meeting held on November 17, 2021.

There are no arrangements or understandings between Dr. Borrello and any other persons pursuant to which Dr. Borrello was appointed as a director, and there are no transactions in which Dr. Borrello has an interest requiring disclosure under Item 404(a) of Regulation S-K.

**Resignation of Ofer Gonen from the Board of Directors**

On June 9, 2022, Ofer Gonen submitted his resignation from the Board, which resignation was effective immediately. Mr. Gonen’s resignation was not the result of any disagreement with the Company. Mr. Gonen was a member of the Nominating and Governance Committee and the Compensation Committee of the Board.

**Item 7.01 Regulation FD Disclosure.**

On June 10, 2022, the Company issued a press release entitled “Gamida Cell Appoints Ivan M. Borrello, M.D. Expert in Immuno-Oncology, Cell Therapies and Bone Marrow Transplant 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	<a href="#">Press release, dated June 10, 2022.</a>
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.

Dated: June 10, 2022

**Gamida Cell Ltd.**

By: /s/ Shai Lankry  
Shai Lankry  
Chief Financial Officer



**Gamida Cell Appoints Ivan M. Borrello, M.D.,  
Expert in Immuno-Oncology, Cell Therapies, and Bone Marrow Transplant  
to Board of Directors**

**Boston, Mass. – June 10, 2022** – Gamida Cell Ltd. (Nasdaq: GMDA), the leader in the development of NAM-enabled cell therapy candidates for patients with hematologic and solid cancers and other serious diseases, announces the appointment of Ivan M. Borrello, M.D. to its Board of Directors, effective June 9, 2022. Dr. Borrello is an Associate Professor of Oncology at the Sidney Kimmel Comprehensive Cancer Center at Johns Hopkins and a renowned physician and author who has made major contributions to better the understanding of immunotherapies and the treatment of hematologic malignancies as well as bone marrow transplant. He will also be joining Gamida Cell’s Science and Technology Committee.

The Company also announces the resignation of Ofer Gonen from its Board of Directors, effective June 9, 2022. Mr. Gonen will be joining MediWound Ltd. as chief executive officer effective June 30, 2022.

“I am excited to have Ivan join our Board of Directors. As a distinguished physician in hematologic malignancies, cellular therapeutics, and immunotherapies, Ivan has significantly contributed to the progress in the clinical oncology field,” said Julian Adams, Ph.D., chief executive officer of Gamida Cell. “His deep knowledge and clinical experience in immune-based therapies, most notably in establishing the first adoptive T-cell clinical trials at Johns Hopkins, will continue to support Gamida Cell as we advance our pipeline of NAM-enabled cell therapy candidates for patients with blood cancers and other serious blood disorders. In addition, on behalf of the entire Board of Directors, I want to thank Ofer for his longstanding service to Gamida Cell. We wish him every success going forward.”

“It is a privilege to join Gamida Cell’s Board of Directors, as the company leverages its truly innovative NAM-technology to develop potentially curative cell therapy candidates,” said Dr. Borrello. “I believe the Company’s novel technology holds tremendous promise, which is supported by remarkable clinical data, coupled with their deep expertise in oncology and the development of cellular therapy candidates. I look forward to supporting Gamida Cell as it continues to advance its growing pipeline of cell therapy candidates for patients with solid tumor and blood cancers and other serious blood diseases.”

Dr. Borrello’s clinical research interest is focused on developing immune-based therapies for the treatment of multiple myeloma. His laboratory research has focused on the development of a novel approach of adoptive T-cell therapy utilizing marrow infiltrating lymphocytes (MILs) as a more tumor-specific T-cell approach. He has held multiple appointments at Johns Hopkins University, including Instructor, Immunotherapy and Hematopoiesis, Johns Hopkins Oncology Center from 1999 to 2000, and Assistant Professor, Immunotherapy and Hematopoiesis, Hematologic Malignancies, Johns Hopkins Oncology Center, from 2001 to 2008. Dr. Borrello is also the director of the myeloma program and medical director of the Cell Therapy Lab. Dr. Borrello received his medical degree from the Medical College of Virginia and completed his residency at the University of Chicago and fellowship at Johns Hopkins.

#### **About Gamida Cell**

Gamida Cell is pioneering a diverse immunotherapy pipeline of potentially curative cell therapy candidates for patients with solid tumor and blood cancers and other serious blood diseases. We apply a proprietary expansion platform leveraging the properties of NAM to allogeneic cell sources including umbilical cord blood-derived cells and NK cells to create therapy candidates with potential to redefine standards of care. These include omidubicel, an investigational product candidate with potential as a life-saving alternative for patients in need of bone marrow transplant, and a line of modified and unmodified NAM-enabled NK cells targeted at solid tumor and hematological malignancies. For additional information, please visit [www.gamida-cell.com](http://www.gamida-cell.com) or follow Gamida Cell on LinkedIn, Twitter, Facebook or Instagram at [@GamidaCellTx](https://www.instagram.com/GamidaCellTx).

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## **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 growth of Gamida Cell's pipeline of cell therapy candidates, and the potentially life-saving or curative therapeutic potential of Gamida Cell's product candidates (including GDA-201 and omidubicel). Any statement describing Gamida Cell's expectations, 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 the impact that the COVID-19 pandemic could have on our business, and including the scope, progress and expansion of Gamida Cell's clinical trials and ramifications for the cost thereof; 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, and in the endeavor of building a business around such product candidates. 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 May 12, 2022, as amended, 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.

### **Contact:**

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