

**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): December 13, 2021

BOLT BIOTHERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39988
(Commission File Number)

47-2804636
(IRS Employer
Identification No.)

900 Chesapeake Drive
Redwood City, California
(Address of Principal Executive Offices)

94063
(Zip Code)

(650) 665-9295
(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 Instructions 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 Exchange on Which Registered:
Common Stock, par value \$0.00001 per share	"BOLT"	The Nasdaq Global Select 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.

On December 13, 2021, Ashish Khanna, a director of Bolt Biotherapeutics, Inc. (the “Company”) resigned as a member of the Company’s Board of Directors (the “Board”), effective immediately. In connection with his resignation from the Board, Dr. Khanna resigned as a member of the Audit Committee of the Board and the Compensation Committee of the Board. Dr. Khanna’s resignation was not the result of any disagreement or dispute with the Company.

On December 14, 2021, upon recommendation of the Nominating and Corporate Governance Committee, the Board appointed Nicole Onetto to the Board as a Class III director of the Company, effective immediately, to fill the vacancy on the Board. As a Class III director, Dr. Onetto’s term will expire at the Company’s annual meeting of stockholders in 2024.

There are no arrangements or understandings between Dr. Onetto and any other persons pursuant to which she was selected as a director. The Board has determined that Dr. Onetto qualifies as an independent director under the independence requirements set forth under Rule 5605(a)(2) of the Nasdaq Rules and listing standards. Additionally, there are no transactions involving the Company and Dr. Onetto that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

In connection with her appointment to the Board and pursuant to the Company’s Non-Employee Director Compensation Policy as currently in effect, Dr. Onetto received an initial equity award of nonstatutory stock options to purchase 27,860 shares of the Company’s common stock (the “Initial Grant”). The Initial Grant will vest on a monthly basis over 36 months, subject to Dr. Onetto’s continuous service to the Company through each such date. The Initial Grant is subject to the terms and conditions of the Company’s 2021 Equity Incentive Plan and its related agreements.

On the date of each annual meeting of stockholders, Dr. Onetto will also receive a nonstatutory stock option to purchase 13,930 shares of the Company’s common stock (the “Annual Grant”). The Annual Grant will vest monthly and fully vest on the earlier of the first anniversary of the grant date or the day prior to the next annual meeting of stockholders, subject to Dr. Onetto’s continuous service to the Company through each such date. Both the Initial Grant and the Annual Grant would become fully vested upon a change in control, subject to Dr. Onetto’s continuous service to the Company through such date.

Pursuant to the Company’s Non-Employee Director Compensation Policy, Dr. Onetto will also receive an annual cash retainer of \$35,000.

The Company has entered into its standard form of indemnification agreement with Dr. Onetto.

SIGNATURES

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.

Dated: December 16, 2021

Bolt Biotherapeutics, Inc.

By: /s/ William P. Quinn

William P. Quinn

Chief Financial Officer