

Ignyta, Inc.
Form 8-K
December 09, 2015

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 7, 2015

IGNYTA, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State of
Incorporation)

001-36344
(Commission
File Number)
1111 Flintkote Avenue

45-3174872
(IRS Employer
Identification No.)

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San Diego, California 92121

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (858) 255-5959

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))

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

(b) On December 7, 2015, Bernard Parker transitioned from the role of Chief Commercial Officer of Ignyta, Inc. (the Company) to the newly-created role of Vice President, Global Marketing. In this new role, Mr. Parker is longer be an executive officer of the Company.

(c) On December 7, 2015, the Company announced that it has appointed William McCarthy as the Company s Chief Business Officer, effective immediately. Prior to joining the Company, Mr. McCarthy, 44, was Vice President, Corporate and Business Development at Foundation Medicine (FMI), a position he held since April 2014. Prior to FMI, Mr. McCarthy held positions of increasing responsibility at Halozyme Therapeutics from 2007 to 2014, including Executive Director, Business Development and Senior Director, Marketing and New Product Planning. From 2006 to 2007, Mr. McCarthy was Associate Director, Finance and Business Planning at Biogen Idec, and from 2005 to 2006, he was Associate Director, New Product Planning at Neurocrine Biosciences. Prior to Neurocrine, Mr. McCarthy spent ten years as a management consultant at IMS Consulting Group, Deloitte Consulting and Cambridge Pharma Consultancy. Mr. McCarthy holds an M.B.A. from London Business School and a B.A. in economics from the University of Exeter.

Mr. McCarthy s annual base salary will be \$320,000. Mr. McCarthy will also be eligible to participate in cash or other bonus plans at the discretion and upon the approval of the Company s Board of Directors (the Board). Further, Mr. McCarthy will be eligible to receive grants of equity awards under the Company s 2014 Incentive Award Plan or the Company s 2015 Employment Inducement Incentive Award Plan (the 2015 Inducement Plan) or any other equity compensation plan the Board may approve and adopt in the future, at the discretion of the Board. As with the Company s other employees, Mr. McCarthy does not have a formal employment agreement with the Company, and will not have such an agreement unless and until the Board, or a committee thereof, and Mr. McCarthy approve the terms of any such agreement. As a result, the amount of Mr. McCarthy s annual base salary, cash or other bonus compensation, equity compensation or any other form of compensation he may receive may be modified at any time at the discretion of the Board.

Mr. McCarthy also received a signing bonus in the amount of \$20,000, which amount was grossed up for applicable taxes and other withholdings. Should Mr. McCarthy voluntarily leave the Company within two years of his employment start date, Mr. McCarthy will be responsible for reimbursing the Company a prorated portion of such amount.

In connection with his appointment, on December 7, 2015, the Company granted to Mr. McCarthy a stock option award to purchase 200,000 shares of the Company s common stock under the 2015 Inducement Plan as an employment inducement award granted as a material inducement to his entering into employment with the Company, pursuant to Nasdaq rules. The stock option has an exercise price per share equal to the closing price of the Company s common stock on the Nasdaq Capital Market on the date of grant. The option award agreement is consistent with the standard option award agreement under the 2015 Inducement Plan, and the options will vest on the Company s standard four-year vesting schedule, with 25% of the shares subject to the award vesting on the first anniversary of his commencement of employment and 1/36th of the remaining shares subject to the award vesting on each monthly anniversary thereafter, subject to Mr. McCarthy s continued employment by the Company on each vesting date.

In addition, Mr. McCarthy will be eligible to participate in the Company s 2013 Severance and Change in Control Severance Plan (the Severance Plan) as a Tier 2 Covered Employee. A description of the terms and provisions of the Severance Plan as applied to a Tier 2 Covered Employee are set forth in the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 19, 2013, which description is incorporated herein by reference.

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There are no family relationships between Mr. McCarthy and any of the Company's current or former directors or executive officers. Mr. McCarthy is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Securities Act").

The press release dated December 7, 2015 announcing the appointment of Mr. McCarthy is attached hereto as Exhibit 99.1. The information contained in Exhibit 99.1 of this Current Report on Form 8-K shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or 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.

On December 9, 2015, the Company announced the initiation of STARTRK-NG, a new pediatric Phase 1/1b clinical trial of entrectinib, the company's proprietary oral tyrosine kinase inhibitor targeting solid tumors that harbor activating alterations to *NTRK1*, *NTRK2*, *NTRK3*, *ROS1* or *ALK*. STARTRK-NG (which stands for Studies of Tumor Alterations Responsive to Targeting Receptor Kinases Next Generation) is a multicenter, open label, dose-escalation and expansion study designed to determine the maximum tolerated dose (MTD) and recommended Phase 2 dose (RP2D), tolerability, pharmacokinetics and preliminary clinical activity of entrectinib in children and adolescents with recurrent or refractory extracranial solid tumors or primary central nervous system (CNS) tumors, including indications such as neuroblastoma.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Press Release, dated December 7, 2015. |

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.

Dated: December 9, 2015

IGNYTA, INC.

By: /s/ Jonathan E. Lim, M.D.

Name: Jonathan E. Lim, M.D.

Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit

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|--------|---------------------------------------|
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