

**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): September 29, 2023**

**Eledon Pharmaceuticals, Inc.**

(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36620**  
(Commission File Number)

**20-1000967**  
(IRS Employer  
Identification No.)

**19900 MacArthur Blvd.**  
**Suite 550**  
**Irvine, California**  
(Address of Principal Executive Offices)

**92612**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: 949 238-8090**

(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:

- 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<br>Symbol(s) | Name of each exchange on which registered |
|---------------------------------|----------------------|---|
| Common Stock, \$0.001 par value | ELDN                 | Nasdaq Global 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 September 29, 2023, Allan Douglas Kirk, MD, PhD, FACS, was appointed to the board of directors (the “Board”) of Eledon Pharmaceuticals, Inc., (“Eledon”), effective October 2, 2023. The Board has determined that Dr. Kirk qualifies as an “independent” director under applicable Nasdaq Marketplace rules. Dr. Kirk is expected to serve as a member of the Science and Technology Committee of the Board. The size of the Board was increased from eight to nine directors in connection with Dr. Kirk’s appointment.

In connection with his appointment and in accordance with Eledon’s director compensation policy for non-employee directors, Dr. Kirk is expected to receive annual cash retainers of \$42,000 and \$7,875 for his service as a director of the Board and a member of the Science and Technology Committee of the Board, respectively. Additionally, Dr. Kirk will be granted an option to purchase up to 150,437 shares of Common Stock at the market share price on the day of the stock option grant (October 2, 2023). The option vests with respect to half of such underlying shares on the first anniversary of the date of grant and with respect to half of such underlying shares on the second anniversary of the date of grant. In connection with his appointment as a director, Dr. Kirk will also enter into Eledon’s standard form of indemnification agreement, which is filed as Exhibit 10.1 to Eledon’s Current Report on Form 8-K filed with the Securities and Exchange Commission on September 21, 2023. Pursuant to the terms of the indemnification agreement, Eledon may be required, among other things, to indemnify Dr. Kirk for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as a director.

Dr. Kirk has no family relationship with any of the executive officers or directors of Eledon. There are no arrangements or understandings between Dr. Kirk and any other person pursuant to which he was appointed as a director of Eledon. In addition, Dr. Kirk has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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**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.

Eledon Pharmaceuticals

Date: October 2, 2023

By: /s/ David-Alexandre C. Gros, M.D.

Name: David-Alexandre C. Gros, M.D.

Title: Chief Executive Officer

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