

---

**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 14, 2024

---

**Keros Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(state or other jurisdiction  
of incorporation)

**001-39264**  
(Commission  
File Number)

**81-1173868**  
(I.R.S. Employer  
Identification No.)

**1050 Waltham Street, Suite 302**  
**Lexington, Massachusetts**  
(Address of principal executive offices)

**02421**  
(Zip Code)

Registrant's telephone number, including area code: (617) 314-6297

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:

- 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	Name of each exchange on which registered
<b>Common Stock, \$0.0001 par value per share</b>	<b>KROS</b>	<b>The Nasdaq Stock Market LLC</b>

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.**

*Transition of Jasbir Sehra from Chief Executive Officer, President and Director to Chief Executive Officer and Chair of the Board of Directors*

On June 14, 2024, the Board of Directors (the “Board”) of Keros Therapeutics, Inc. (the “Company”) appointed Jasbir Sehra to the additional position of Chair of the Board, effective July 1, 2024. Dr. Sehra currently serves as Chief Executive Officer, President and Director. On June 14, 2024, Dr. Sehra notified the Company that he will resign from his position as President of the Company, effective June 30, 2024. Dr. Sehra’s resignation was not the result of any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Carl L. Gordon currently serves as the Chair of the Board and, effective June 30, 2024, will resign from such position and serve as a member of the Board.

*Transition of Christopher Rovaldi from Chief Operating Officer to President and Chief Operating Officer*

On June 14, 2024, the Board appointed Christopher Rovaldi to the additional position as the Company’s President, effective July 1, 2024. Mr. Rovaldi will continue serving as Chief Operating Officer of the Company.

There is no arrangement or understanding between Mr. Rovaldi and any other person pursuant to which he was selected as President and Chief Operating Officer of the Company, and there is no family relationship between Mr. Rovaldi and any of the Company’s directors or other executive officers. There are no related party transactions between Mr. Rovaldi and the Company that would require disclosure under Item 404(a) of Regulation S-K.

Mr. Rovaldi previously entered into the Company’s standard form of indemnification agreement.

*Appointment of Jean-Jacques Bienaimé as Lead Independent Director*

On June 14, 2024, the Board, including all members of the Compensation Committee of the Board, approved an amendment to the Company’s Amended and Restated Non-Employee Director Compensation Policy (such policy as amended, the “Amended Compensation Policy”) to add an annual Board service retainer for the Company’s Lead Independent Director equal to \$25,000, effective July 1, 2024 (the “LID Retainer”).

On June 14, 2024, the Board appointed Jean-Jacques Bienaimé as Lead Independent Director, effective July 1, 2024. In connection with Mr. Bienaimé’s appointment as Lead Independent Director, he will be entitled, pursuant to the Company’s Amended Compensation Policy, to receive the LID Retainer for his service as Lead Independent Director of the Board.

The foregoing description of the Amended Compensation Policy is not complete and is qualified in its entirety by reference to the Amended Compensation Policy, which the Company intends to file as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2024.

**Item 8.01 Other Events.**

On June 17, 2024, the Company issued a press release announcing Dr. Sehra’s transition to Chief Executive Officer and Chair of the Board, Mr. Rovaldi’s transition to President and Chief Operating Officer and Mr. Bienaimé’s appointment as Lead Independent Director. Attached hereto as Exhibit 99.1 and incorporated herein by reference is a copy of the press release.

**Item 9.01 Financial Statements and Exhibits.**

---

(d) Exhibits

**Exhibit  
No.**

**Description**

[99.1](#) [Press release dated June 17, 2024.](#)

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

---

**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.

**KEROS THERAPEUTICS, INC.**

By: /s/ Jasbir Seehra  
Jasbir Seehra, Ph.D.  
Chief Executive Officer

Dated: June 17, 2024

## Keros Therapeutics Announces Leadership Updates

**LEXINGTON, Mass., June 17, 2024 (GLOBE NEWSWIRE)** -- Keros Therapeutics, Inc. (“Keros” or “Company”) (Nasdaq: KROS), a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of novel treatments to treat a wide range of patients with disorders that are linked to dysfunctional signaling of the transforming growth factor-beta (“TGF- $\beta$ ”), today announced changes to its Board of Directors (“Board”) and Executive Committee, effective July 1, 2024.

Keros’ Board has appointed Jasbir S. Seehra, Ph.D., Chief Executive Officer, as Chair of the Board, effective July 1, 2024. Dr. Seehra will succeed current Chair Carl L. Gordon, Ph.D, C.F.A., who will remain an active Board member. Jean-Jacques Bienaimé will serve as the Lead Independent Director of the Board, effective July 1, 2024.

Additionally, Christopher Rovaldi has been promoted to President, effective July 1, 2024. Mr. Rovaldi succeeds Dr. Seehra, who served as the Company’s President from December 2015 until June 30, 2024. Mr. Rovaldi will also continue serving as Chief Operating Officer of Keros.

“I am honored to expand my role with Keros as the next Chair of its Board. I look forward to working with and leading our Board, which is comprised of directors with diverse backgrounds and extensive life sciences industry experience, in continued value creation for stockholders,” said Dr. Seehra. “Separately, Chris has been an indispensable partner to me and an integral part of Keros’ growth. With Chris in this new role, we will have additional leadership focus on our strategic and operational priorities across the company, which is critical as we prepare for the initiation of our first registrational Phase 3 clinical trial of elritercept (KER-050) in patients with lower-risk myelodysplastic syndromes.”

“We’re pleased to welcome Jas to the Board Chair position,” said Dr. Gordon. “The Board and I have worked closely with and observed Jas in his role as director and as CEO. We believe Jas has the right skills and experience, and has been effective in setting the Board agenda, encouraging debate and connecting the Board with management for many years. We are confident that these leadership updates will facilitate a more streamlined approach to developing therapies with meaningful and potentially disease-modifying benefit to patients with unmet medical need.”

### **About Keros Therapeutics, Inc.**

Keros is a clinical-stage biopharmaceutical company focused on developing and commercializing novel therapeutics to treat a wide range of patients with disorders that are linked to dysfunctional signaling of the TGF- $\beta$  family of proteins. The Company is a leader in understanding the role of the TGF- $\beta$  family of proteins, which are master regulators of the growth, repair and maintenance of a number of tissues, including blood, bone, skeletal muscle, adipose and heart tissue. By leveraging this understanding, Keros has discovered and is developing protein therapeutics that have the potential to provide meaningful and potentially disease-modifying benefit to patients. Keros’ lead product candidate, elritercept, is being developed for the treatment of low blood cell counts, or cytopenias, including anemia and thrombocytopenia, in patients with myelodysplastic syndromes and in patients with myelofibrosis. Keros’ second product candidate, cibotercept (KER-012), is being developed for the treatment of pulmonary arterial hypertension and for the treatment of cardiovascular disorders. Keros’ third product candidate, KER-065, is being developed for the treatment of obesity and for the treatment of neuromuscular diseases.

### **Cautionary Note Regarding Forward-Looking Statements**

Statements contained in this press release regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as

amended. Words such as “potential,” “look forward” and “will” or similar expressions are intended to identify forward-looking statements. Examples of these forward-looking statements include statements concerning: Keros’ expectations regarding its growth, strategy, progress and the design, objectives and timing of its clinical trials for elritercept, including its regulatory plans; and any potential benefits from the leadership updates. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, among others: Keros’ limited operating history and historical losses; Keros’ ability to raise additional funding to complete the development and any commercialization of its product candidates; Keros’ dependence on the success of its product candidates, elritercept, cibotcept and KER-065; that Keros may be delayed in initiating, enrolling or completing any clinical trials; competition from third parties that are developing products for similar uses; Keros’ ability to obtain, maintain and protect its intellectual property; and Keros’ dependence on third parties in connection with manufacturing, clinical trials and preclinical studies.

These and other risks are described more fully in Keros’ filings with the Securities and Exchange Commission (“SEC”), including the “Risk Factors” section of the Company’s Quarterly Report on Form 10-Q, filed with the SEC on May 8, 2024, and its other documents subsequently filed with or furnished to the SEC. All forward-looking statements contained in this press release speak only as of the date on which they were made. Except to the extent required by law, Keros undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

**Investor Contact:**

Justin Frantz

[jfrantz@kerostx.com](mailto:jfrantz@kerostx.com)

617-221-6042