
**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): November 6, 2019

Precision BioSciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38841
(Commission
File Number)

20-4206017
(IRS Employer
Identification No.)

302 East Pettigrew St., Suite A-100, Durham, North Carolina 27701
(Address of principal executive offices) (Zip Code)

(919) 314-5512
(Registrant's telephone number, including area code)

N/A
(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(s) | Name of each exchange on which registered |
|--|-------------------|---|
| Common stock, par value \$0.000005 per share | DTIL | 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 November 8, 2019, the Board of Directors (the “Board”) of Precision BioSciences, Inc. (the “Company”) appointed Kevin J. Buehler to serve as a Class III director on the Company’s Board and as a member of the Board’s Audit Committee, each effective as of such date. Mr. Buehler succeeds Robert Adelman M.D. who tendered his resignation from the Board and Audit Committee on November 6, 2019, each effective on November 8, 2019. Mr. Buehler will serve for a term expiring at the Company’s 2022 annual meeting of stockholders and until his successor is duly elected and qualified or his earlier death, disqualification, resignation or removal. Mr. Buehler was also appointed to serve as chair of the Nominating and Corporate Governance Committee (the “Nominating Committee”).

Mr. Buehler has over 30 years of experience in the healthcare and consumer industries, having most recently served from April 2011 to May 2014 as the Division Head of Alcon Laboratories, Inc., a division of Novartis AG, a multinational pharmaceutical company. Prior to that, from April 2009 to April 2011, he served as the Chief Executive Officer and President of Alcon Inc., after having served from 2007 to 2009 as Alcon Inc.’s Senior Vice President, Global Markets and Chief Marketing Officer and, from 2006 to 2007, as its Senior Vice President of the U.S. market and the Chief Marketing Officer. Mr. Buehler began his career with Alcon, Inc. in August 1984. Mr. Buehler holds a Bachelor of Arts degree from Carroll University in Waukesha, WI, with concentrations in Business Administration and Political Science, and is a graduate of the Harvard Executive Program for Management Development. Mr. Buehler currently serves on board of directors of KCI Holdings, Inc., as well as on the board of directors of Acelyt, a privately owned healthcare company, and as a Trustee of Carroll University.

In accordance with the Company’s compensation policy for non-employee directors, Mr. Buehler was granted an initial option to purchase shares of the Company’s common stock in an amount having an aggregate grant date fair value of \$350,000, vesting over three years in thirty-six (36) substantially equal monthly installments following the date of grant, subject to his continued service on the Board through each such vesting date, and is eligible to receive annual cash compensation of (a) \$40,000 for his service as a director, (b) \$8,250 for his service as chair of the Nominating Committee and (c) \$7,500 for his service as a member of the Audit Committee.

Mr. Buehler is expected to enter into the Company’s standard form indemnification agreement in the form filed as Exhibit 10.17 to the Company’s Registration Statement on Form S-1/A (File No. 333-230034), filed with the Securities and Exchange Commission on March 18, 2019.

Item 7.01 Regulation FD Disclosure.

On November 13, 2019, the Company issued a press release announcing Mr. Buehler’s appointment.

The press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference. The information in this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Press Release of Precision Biosciences, Inc., dated November 13, 2019 |

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.

PRECISION BIOSCIENCES, INC.

Date: November 13, 2019

By: /s/ Dario Scimeca

Dario Scimeca
General Counsel

Precision BioSciences Welcomes Healthcare Industry Expert, Kevin J. Buehler, to its Board of Directors

Durham, N.C., November 13, 2019 -- Precision BioSciences, Inc. (Nasdaq: DTIL), a genome editing company dedicated to improving life through the application of its pioneering, proprietary ARCUS® platform, announced today that Kevin J. Buehler, former CEO of Alcon Laboratories, has been appointed to its Board of Directors, which took effect following the company's third quarter board meeting held on November 8, 2019.

“Kevin has worked in the healthcare industry for over thirty years, with extensive leadership and business experience in international operations, R&D and business development, and we are thrilled to have him join our Board,” said Matt Kane, CEO and co-founder of Precision BioSciences. “We have reached a transformative moment for Precision with the recent publication of our first clinical data from our off-the-shelf (allogeneic) CAR T portfolio, and our *in vivo* gene correction and food pipelines continue to advance, underscoring the great potential of our unique ARCUS platform. Our vision is to build a fully integrated, leading genome editing company that successfully addresses the core challenges of human health. Kevin's wealth of experience in leading public healthcare companies through periods of exceptional growth will be a great asset to Precision as we navigate these challenges and opportunities. I would also like to take this opportunity to thank Dr. Robert Adelman, who is leaving our Board. Rob's guidance and support has been invaluable to the success Precision has achieved so far.”

Mr. Buehler has over thirty years of experience in the healthcare industry. He spent the majority of his career with Alcon Laboratories, a publicly traded ophthalmology-focused healthcare company headquartered in Fort Worth, Texas. At Alcon, Mr. Buehler rose through the commercial organization, eventually becoming CEO, leading the company's sale to Novartis and subsequently serving as Alcon division head within Novartis. He will assume the chairmanship of Precision's Nominating and Corporate Governance Committee (replacing Mr. Kane), and will also join the company's Audit Committee (replacing Dr. Adelman).

“As an advisor to healthcare companies, it is my goal to help shape growth strategies that ultimately bring differentiated treatments to patients in the U.S. and globally,” said Mr. Buehler. “Precision BioSciences is developing cutting-edge and potentially best-in-class off-the-shelf CAR T therapies and *in vivo* gene correction approaches that have the potential to transform treatment options for patients around the world. Precision's food and agriculture subsidiary, Elo Life Systems, is developing solutions to improve and sustain the global food supply. I am very impressed by the quality of Precision's science and team, and I am excited to work with the company to maximize the potential of their unique portfolio.”

Mr. Buehler holds a Bachelor of Arts degree from Carroll University in Waukesha, WI, with concentrations in Business Administration and Political Science. He graduated from the Harvard Program for Management Development in 1993. Mr. Buehler possesses public company board experience with prior service on the Alcon Laboratories Board of Directors. He also serves on the Carroll University Board of Trustees and previously served on the Boards of Directors of Acelyt and AdvaMed.

About Precision BioSciences, Inc.

Precision BioSciences is dedicated to improving life (DTIL) through its proprietary genome editing platform, ARCUS. Precision leverages ARCUS in the development of its product candidates, which are designed to treat human diseases and create healthy and sustainable food and agriculture solutions. Precision is actively developing product candidates in three innovative areas: allogeneic CAR T

immunotherapy, *in vivo* gene correction, and food. For more information regarding Precision, please visit www.precisionbiosciences.com.

Investor Contact:

Nick Riddle
Precision BioSciences
Tel. (919) 314-5512
IR@precisionbiosciences.com

Media Contact:

Cory Tromblee
Scient Public Relations
Tel. (617) 571-7220
cory@scientpr.com