

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 7, 2024

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

Delaware
(State or other jurisdiction
of incorporation)

001-40407
(Commission
File Number)

81-2744449
(I.R.S. Employer
Identification No.)

8000 Marina Boulevard, Suite 120
Brisbane, California
(Address of principal executive offices)

94005
(Zip Code)

(650) 770-0077
(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:

- 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
Class A common stock, \$0.001 par value per share	VERA	The Nasdaq Stock Market LLC

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 June 7, 2024, the board of directors (the “Board”) of Vera Therapeutics, Inc. (the “Company”) appointed Christy Oliger to the Board, effective immediately. Ms. Oliger will serve as a Class III Director, with an initial term expiring at the Company’s 2027 Annual Meeting of Stockholders. Ms. Oliger was also appointed to serve on the Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”), effective as of her appointment to the Board.

Contingent upon and effective as of Ms. Oliger’s appointment to the Board, Ms. Oliger was automatically granted a nonstatutory stock option award (the “Option Grant”) to purchase 25,000 shares of the Company’s Class A common stock (“Common Stock”), pursuant to the Company’s Amended and Restated Non-Employee Director Compensation Policy (as it may be amended from time to time, the “Policy”). The Option Grant will vest monthly over a three-year period, subject to Ms. Oliger’s continuous service as of each such vesting date, and is otherwise subject to the same terms set forth in the Policy for initial grants to new directors. In addition, in accordance with the Policy, Ms. Oliger will also receive an annual cash retainer of \$40,000 for her service as on the Board, and \$4,000 for her service on the Nominating Committee, each of which will be pro-rated for 2024. Pursuant to the Policy, commencing with the Company’s 2025 Annual Meeting of Stockholders, Ms. Oliger will be eligible to receive an annual option grant to purchase the lesser of (i) 14,000 shares of Common Stock and (ii) the maximum number of shares of Common Stock that would result in the option having a grant date fair value of not more than \$400,000, subject to her continuous service as of such date. The shares subject to each such option grant would vest on the earlier of (a) the first anniversary of the date of grant and (b) the date of the Company’s next annual meeting of stockholders, subject to Ms. Oliger’s continuous service as of each such date.

In respect of consulting services provided to the Company prior to her election to the Board, on June 7, 2024, the Compensation Committee of the Board granted Ms. Oliger restricted stock units covering 2,987 shares of Common Stock, pursuant to and subject to the terms and conditions of the Company’s 2021 Equity Incentive Plan (the “RSUs”). The RSUs are fully vested as to service, and shall settle on a date in 2025 to be selected by the Company.

Ms. Oliger will enter into the Company’s standard form of indemnification agreement. There were no arrangements or understandings between Ms. Oliger and any other persons pursuant to which she was selected as a director, and there are no related person transactions within the meaning of Item 404(a) of Regulation S-K promulgated by the Securities and Exchange Commission between Ms. Oliger and the Company required to be disclosed herein.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 12, 2024

Vera Therapeutics, Inc.

By: /s/ Marshall Fordyce, M.D.
Marshall Fordyce, M.D.
Chief Executive Officer