
**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 4, 2019

KALEIDO BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38822
(Commission
File Number)

47-3048279
(IRS Employer
Identification No.)

65 Hayden Avenue
Lexington, MA
(Address of principal executive offices)

02421
(Zip Code)

Registrant's telephone number, including area code: (617) 674-9000

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 (see General Instruction A.2. below):

- 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, \$0.001 Par Value	KLDO	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.

Appointment of Chief Financial Officer

On November 6, 2019, Kaleido Biosciences, Inc. (the “Company”), issued a press release announcing the decision of the Board of Directors (the “Board”) to appoint William Duke as Chief Financial Officer, effective November 25, 2019. Mr. Duke will also serve as the Company’s principal financial officer and principal accounting officer. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

In connection with Mr. Duke’s appointment as Chief Financial Officer, the Company and Mr. Duke will enter into an employment agreement (the “Employment Agreement”). Pursuant to the terms of the Employment Agreement, Mr. Duke will receive an annual base salary of \$420,000 and be eligible for an annual bonus, with a target bonus of 40% of his base salary, based on achievement of performance goals and business conditions at the Company. Mr. Duke is also eligible to receive a one-time bonus of \$100,000, based on the achievement of performance goals related to raising capital, which will be subject to repayment by Mr. Duke in the event Mr. Duke’s employment is terminated “for cause” (as determined by the Company) or voluntarily by Mr. Duke during the first twelve months of his employment. Mr. Duke will be granted an option to purchase 270,000 shares of the Company’s common stock, at an exercise price equal to the fair market value of such shares on the date of grant (the “Equity Award”). Twenty-five percent of the Equity Award will vest and become exercisable on the one-year anniversary of Mr. Duke’s start date, and the balance of the Equity Award will vest in equal installments over the next twelve quarters thereafter, subject to Mr. Duke’s continued employment. Mr. Duke is also eligible to participate in the Company’s employee benefit plans available to its employees, subject to the terms of those plans.

In the event that Mr. Duke is terminated by the Company without cause or resigns for good reason, Mr. Duke will be entitled to (i) cash severance payments in an amount equal to twelve months of Mr. Duke’s base salary existing at the time of his termination plus an amount equal to the incentive compensation paid to Mr. Duke during the prior year, (ii) an extension of the period during which Mr. Duke may exercise any of his vested options until the first anniversary of the date of termination; and (iii) continuation of COBRA coverage paid by the Company through twelve months following the date of termination, all of which shall be paid out in substantially equal installments.

In the event that Mr. Duke is terminated without cause or he resigns for good reason within fifteen months following a “change in control” (as defined in the Employment Agreement), Mr. Duke will be entitled to (i) cash severance payments in an amount equal to one and a half times the sum of twelve months of Mr. Duke’s salary existing at the time of his termination plus the target incentive compensation established for Mr. Duke in the fiscal year of termination (or if no such target has been established, the target incentive compensation for the prior year), paid in one lump sum payment; (ii) the acceleration of vesting of all unvested equity awards held by him immediately prior to such termination; and (iii) continuation of COBRA coverage paid by the Company through eighteen months following the date of termination.

The foregoing description of the Employment Agreement is a summary only and is qualified in its entirety by reference to the full text of the Employment Agreement.

Departure and Appointment of Principal Accounting Officer

On November 4, 2019, Rick Scalzo, the principal accounting officer of the Company, submitted notice to the Company of his resignation, effective as of November 29, 2019.

Item 9.01 Exhibits

99.1 [Press Release issued by the Company on November 6, 2019, furnished hereto.](#)

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.

Kaleido Biosciences, Inc.

Date: November 6, 2019

By: /s/ Alison Lawton

Alison Lawton
Chief Executive Officer and President



Kaleido Biosciences Appoints William Duke as Chief Financial Officer

LEXINGTON, Mass., November 6, 2019 – Kaleido Biosciences, Inc. (Nasdaq: KLDO), a clinical-stage healthcare company with a chemistry-driven approach to leveraging the microbiome organ to treat disease and improve human health, today announced the appointment of William Duke as Chief Financial Officer (CFO), effective November 25, 2019. Mr. Duke brings nearly 20 years of experience in CFO and senior finance roles, including more than a decade within the life science industry.

Bill and I have a connection through our previous time at Genzyme and since then he has continued to demonstrate his leadership and corporate finance acumen throughout his career,” said Alison Lawton, President and Chief Executive Officer of Kaleido. “He is an exceptional finance professional, experienced in the capital markets, and I’m confident that he will also be a key member of our executive team, executing our strategy and supporting our business operations.”

“I’m thrilled to join the talented team at Kaleido and be part of delivering on the company’s unique approach of leveraging the potential of microbiome to improve human health,” said Mr. Duke. “With three MMT candidates in clinical studies and multiple data readouts anticipated this year and next, this is an exciting time to be joining Kaleido. I look forward to working with the team to support the advancement of our pipeline, platform/science and capabilities across the organization.”

Mr. Duke joins Kaleido from Pulmatrix, Inc. (Nasdaq: PULM), a clinical-stage pulmonary therapeutics company where he was CFO. There, he oversaw the company’s financial strategy, helped negotiate the company’s first product partnership, and led the successful completion of several public offerings. Prior to Pulmatrix, he served as CFO of Valeritas, Inc., a commercial-stage medical technology company, where he led a private financing round, recapitalized the company, and was responsible for the strategic planning, development and leadership of the corporate finance function. Mr. Duke also was senior director of finance at Genzyme Corporation, helping in the sale of the company to Sanofi, and director of finance/accounting at Haemonetics Corporation. Earlier in his career he held CFO positions at G8wave, an integrated media company focused on mobile platforms, and OTF Group, Inc. a business strategy consulting firm.

Mr. Duke earned his bachelor’s degree in business administration from Stonehill College, an MBA from Bentley College, and is a certified public accountant.

About Microbiome Metabolic Therapies (MMT™)

Kaleido’s Microbiome Metabolic Therapies, or MMTs, are designed to drive the function and distribution of the microbiome organ’s existing microbes in order to decrease or increase the production of metabolites, or to advantage or disadvantage certain bacteria in the microbiome community. The Company’s initial MMT candidates are targeted glycans that are orally administered, have limited systemic exposure, and are selectively metabolized by enzymes in the microbiome. Kaleido utilizes its human-centric discovery and development platform to study MMTs in microbiome samples in an *ex vivo* setting, followed by advancing MMT candidates rapidly into clinical studies in healthy subjects and patients. These human clinical studies are conducted under



regulations supporting research with food, evaluating safety, tolerability and potential markers of effect. For MMT candidates that are further developed as therapeutics, the Company conducts clinical trials under an Investigational New Drug (IND) or regulatory equivalent outside the U.S., and in Phase 2 or later development.

About Kaleido Biosciences

Kaleido Biosciences is a clinical-stage healthcare company with a differentiated, chemistry-driven approach to leveraging the microbiome organ to treat disease and improve human health. The Company has built a human-centric proprietary product platform to enable the rapid and cost-efficient discovery and development of novel Microbiome Metabolic Therapies (MMT™). MMTs are designed to modulate the metabolic output and profile of the microbiome by driving the function and distribution of the organ's existing microbes. Kaleido is advancing a broad pipeline of MMT candidates with the potential to address a variety of diseases and conditions with significant unmet patient needs. To learn more, visit <https://kaleido.com/>.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the therapeutic potential of our MMT candidates, the timing of initiation, completion and reporting of results of our clinical studies and our strategy, business plans and focus. The words "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this press release are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, those related to the breadth of our pipeline of product candidates, the strength of our proprietary product platform, the efficiency of our discovery and development approach, the clinical development and safety profile of our MMT candidates and their therapeutic potential, whether and when, if at all, our MMT candidates will receive approval from the U.S. Food and Drug Administration and for which, if any, indications, competition from other biotechnology companies, and other risks identified in our SEC filings, including our most recent Quarterly Report on Form 10-Q, and subsequent filings with the SEC. We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. We disclaim any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements.

Contact

Amy Reilly
617-890-5721
amy.reilly@kaleido.com