
**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): July 10, 2023

AEROVATE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40544
(Commission
File Number)

83-1377888
(I.R.S. Employer
Identification No.)

Aerovate Therapeutics, Inc.
930 Winter Street, Suite M-500, Waltham, Massachusetts 02451
(Address of principal executive offices, including zip code)

(617) 443-2400
(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	Trade Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	AVTE	The 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.

Effective as of July 10, 2023 (the “Effective Date”), upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Aerovate Therapeutics, Inc. (the “Company”), the Board appointed Habib J. Dable as a member of the Board. Mr. Dable will serve as a Class II director until his term expires at the 2026 annual meeting of stockholders at which time he will stand for election by the Company’s stockholders. The Board determined that Mr. Dable is independent under the listing standards of the Nasdaq Global Market.

Mr. Dable was also appointed to serve as a member of the Compensation Committee of the Board (the “Compensation Committee”). Effective as of Effective Date, the Compensation Committee of the Board is composed of Mr. Iwicki, Dr. Katabi and Mr. Dable. The composition of the Nominating and Corporate Governance Committee and the Audit Committee remains unchanged.

As a non-employee director, Mr. Dable will receive an equity award and cash compensation for his Board service in accordance with the Company’s Non-Employee Director Compensation Policy. Mr. Dable is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Mr. Dable and any other persons pursuant to which he was selected as a director. In addition, Mr. Dable has entered into an indemnification agreement with the Company consistent with the form of indemnification agreement entered into between the Company and its existing non-employee directors.

On July 11, 2023, the Company issued a press release announcing Mr. Dable’s appointment to the Board. A copy of this press release is filed as Exhibit 99.1 to this report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release of Aerovate Therapeutics, Inc., dated July 11, 2023](#)

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.

Aerovate Therapeutics, Inc.

Date: July 11, 2023

By: /s/ Timothy P. Noyes

Timothy P Noyes
Chief Executive Officer



Aerovate Therapeutics Appoints Habib Dable To Its Board of Directors

WALTHAM, Mass. – July 11, 2023 – Aerovate Therapeutics, Inc. (Nasdaq: AVTE), a clinical-stage biopharmaceutical company focused on developing drugs that meaningfully improve the lives of patients with rare cardiopulmonary disease, today announced the appointment of Habib Dable as a member of Aerovate’s Board of Directors. Mr. Dable is the former President and Chief Executive Officer of Acceleron Pharma Inc. and brings nearly three decades of experience working with emerging biotech and big pharma companies.

"We are excited to welcome Habib to Aerovate’s Board of Directors. Habib’s deep experience in leading both big pharma and emerging biotech companies will be incredibly valuable as we continue advancing AV-101, our novel dry powder inhaled formulation of the drug imatinib, for the treatment of pulmonary arterial hypertension, also known as PAH, through clinical development" said Timothy Noyes, Chief Executive Officer of Aerovate.

Mr. Dable currently serves as a member of the Boards of Directors of Blueprint Medicines Corporation and PepGen Inc., and also served as a member of the Boards of Directors of Albiero Pharm, Inc. and Millendo Therapeutics Inc. As President and Chief Executive Officer of Acceleron Pharma Inc., Mr. Dable guided Acceleron to its first blockbuster launch in 2019 and eventual sale to Merck & Co. in 2021 for over \$11 billion. Prior to his role at Acceleron, Mr. Dable worked at Bayer AG where, over the course of his 22-year tenure, he served in roles of increasing responsibility, including Global Head, Neurology and Ophthalmology and President of U.S. Pharmaceuticals. During this time, Mr. Dable led the launch of various brands, including EYLEA®, Stivarga®, and Xofigo®. Mr. Dable is currently a part-time Venture Partner at RA Capital Management, L.P., and previously served on the Board of Directors of the Biotechnology Innovation Organization (BIO).

"The appointment of Mr. Dable further enhances the diverse expertise of our Board as Aerovate continues to advance AV-101 through the clinic," said Mark Iwicki, Chair of the Board. "We look forward to having Habib on the Board as we support the company’s ongoing growth."

"I am honored to join the Board during a pivotal time for the company," said Mr. Dable. "Having previously worked in the PAH space, I have seen the impact of PAH on patients and the unmet need for meaningful treatment options. I am encouraged to see the next generation of PAH therapies advance in clinical development, including Aerovate’s novel AV-101."

About Aerovate Therapeutics, Inc.

Aerovate is a clinical-stage biopharmaceutical company focused on developing drugs that meaningfully improve the lives of patients with rare cardiopulmonary disease. Aerovate's initial focus is on advancing AV-101, its proprietary dry powder inhaled formulation of the drug imatinib for the treatment of patients with PAH. Learn more at aerovatetx.com and follow the company on Twitter and LinkedIn.

Available Information

Aerovate announces material information to the public about the Company, its products and services, and other matters through a variety of means, including filings with the U.S. Securities and Exchange Commission (SEC), press releases, public conference calls, webcasts, the investor relations section of the Company website at ir.aerovatetx.com, and the Company’s Twitter account @AerovateTx in order to achieve broad, non-exclusionary distribution of information to the public and for complying with its disclosure obligations under Regulation FD.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements can be identified by words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "future," "goal," "intend," "look forward to," "may," "plan," "potential," "predict," "project," "seek," "strategy," "should," "target," "will," "would" and similar expressions regarding future periods. These forward-looking statements include, but are not limited to, statements regarding the therapeutic potential

and clinical benefits of AV-101; our business plans and objectives for AV-101, including expectations regarding timing and success; and our growth and goals as a company.

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 risks and uncertainties related to the therapeutic potential of AV-101; the expected impact and contribution of our Board of Directors and executives to our business; as well as those risks and uncertainties set forth more fully under the caption "Risk Factors" in our most recent Annual Report on Form 10-K filed with the SEC 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. Any forward-looking statements contained in this press release represent our views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date.

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