
**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 2, 2019

Aclaris Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37581
(Commission File Number)

46-0571712
(IRS Employer
Identification No.)

640 Lee Road, Suite 200
Wayne, PA 19087
(Address of principal executive offices, including zip code)

(484) 324-7933
(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, \$0.00001 par value	ACRS	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 July 2, 2019, the board of directors (the “*Board*”) of Aclaris Therapeutics, Inc. (the “*Company*”) appointed Maxine Gowen to serve as a director of the Company, effective immediately. Dr. Gowen will serve as a Class II director whose term will expire at the 2020 annual meeting of stockholders. Dr. Gowen was also appointed as a member of the Company’s audit committee and compensation committee, effective immediately, thereby increasing the number of members serving on each such committee from three to four. There is no arrangement or understanding between Dr. Gowen and any other person pursuant to which she was selected as a director of the Company, and there is no family relationship between Dr. Gowen and any of the Company’s other directors or executive officers. There have been no transactions since January 1, 2018 to which the Company has been a participant in which the amount involved exceeded or will exceed \$120,000 and in which Dr. Gowen, or any members of her immediate family, had or will have a direct or indirect material interest. Additional information about Dr. Gowen is set forth below.

Maxine Gowen, age 61, founded Trevena, Inc. and served as its President and Chief Executive Officer from 2007 until October 2018. Prior to this, Dr. Gowen held a variety of leadership roles at GlaxoSmithKline (GSK) over a period of fifteen years. As Senior Vice President for the Center of Excellence for External Drug Discovery (CEEDD), she developed an innovative new approach to externalizing drug discovery in big pharma. Dr. Gowen was previously President and Managing Partner at SR One, the venture capital subsidiary of GSK, where she led its investments in, and served on the board of directors of, numerous companies. Until 2002, Dr. Gowen was Vice President, Drug Discovery, Musculoskeletal Diseases at GSK, responsible for drug discovery and early development for osteoporosis, arthritis and metastatic bone disease. Dr. Gowen held a tenured academic position in the School of Pharmacology, University of Bath, UK from 1989 to 1992. Dr. Gowen graduated with a B.Sc. in biochemistry from the University of Bristol, UK, then received a Ph.D. in cell biology from the University of Sheffield, UK, and received an MBA from the Wharton School of the University of Pennsylvania. She currently serves on the board of Akebia Therapeutics, Inc. since July 2014 and Idera Pharmaceuticals, Inc. since January 2016, both public biopharmaceutical companies, and on the board of the state biotechnology industry association, Life Sciences PA. Dr. Gowen also served on the board of the national biotechnology industry association, BIO, from 2008 to 2018.

In accordance with the Company’s compensation policy for non-employee directors, upon her commencement of service as a director, Dr. Gowen was granted a nonqualified stock option to purchase 16,000 shares of the Company’s common stock with an exercise price of \$2.34 per share, which was the closing price of the Company’s common stock on the date of grant. This option will vest and become exercisable in 36 equal monthly installments, subject to Dr. Gowen’s Continuous Service (as defined in the Company’s 2015 Equity Incentive Plan (the “*2015 Plan*”) as of each such vesting date. Additionally, Dr. Gowen will be entitled to receive a \$40,000 annual retainer for her service as a director, a \$7,500 annual retainer for her service on the audit committee, and a \$6,000 annual retainer for her service on the compensation committee. At each annual stockholder meeting following which Dr. Gowen’s term as a director continues (beginning with the 2020 annual meeting of stockholders), Dr. Gowen will be entitled to receive (a) a stock option to purchase 11,000 shares of common stock under the 2015 Plan, vesting monthly over one year from the grant date, subject to her Continuous Service through the applicable vesting date or (b) if approved by the Board or the compensation committee prior to any such meeting, a number of restricted stock units at a ratio to the number of shares she would have received under clause (a) as determined by the Board or the compensation committee (or any combination of clause (a) and this clause (b)), vesting in one installment on the first anniversary of the grant date, subject to her Continuous Service through the applicable vesting date. Dr. Gowen has also entered into the Company’s standard form of indemnification agreement.

Item 7.01 Regulation FD Disclosure.

On July 3, 2019, the Company issued a press release announcing the appointment of Dr. Gowen. A copy of this press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2. of Form 8-K, the information in this Item 7.01 and Exhibit 99.1 hereto, 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 liability of that section, nor shall it be deemed incorporated by reference in any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any incorporation language in such a filing, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press Release dated July 3, 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.

ACLARIS THERAPEUTICS, INC.

Date: July 3, 2019

By: /s/ Frank Ruffo
Frank Ruffo
Chief Financial Officer

Aclaris Therapeutics Announces Appointment of Maxine Gowen to Board of Directors

Wayne, PA – July 3, 2019 (GLOBE NEWSWIRE) – Aclaris Therapeutics, Inc. (NASDAQ: ACRS), a physician-led biopharmaceutical company focused on immuno-inflammatory and dermatological diseases, today announced the appointment of Maxine Gowen to its board of directors, effective July 2, 2019.

Dr. Gowen founded Trevena, Inc. and served as its President and Chief Executive Officer from 2007 until October 2018. Prior to this, Dr. Gowen held a variety of leadership roles at GlaxoSmithKline (GSK) over a period of fifteen years. As Senior Vice President for the Center of Excellence for External Drug Discovery (CEEDD), she developed an innovative new approach to externalizing drug discovery in big pharma. Dr. Gowen was previously President and Managing Partner at SR One, the venture capital subsidiary of GSK, where she led its investments in, and served on the board of directors of, numerous companies. Until 2002, Dr. Gowen was Vice President, Drug Discovery, Musculoskeletal Diseases at GSK, responsible for drug discovery and early development for osteoporosis, arthritis and metastatic bone disease. Dr. Gowen held a tenured academic position in the School of Pharmacology, University of Bath, UK from 1989 to 1992. Dr. Gowen graduated with a B.Sc. in biochemistry from the University of Bristol, UK, then received a Ph.D. in cell biology from the University of Sheffield, UK, and received an MBA from the Wharton School of the University of Pennsylvania. She currently serves on the board of Akebia Therapeutics, Inc. since July 2014 and Idera Pharmaceuticals, Inc. since January 2016, both public biopharmaceutical companies, and on the board of the state biotechnology industry association, Life Sciences PA. Dr. Gowen also served on the board of the national biotechnology industry association, BIO, from 2008 to 2018.

"I'd like to take this opportunity to welcome our new board member, Maxine Gowen, who will serve as an independent director. Her extensive operational and development experience will be an invaluable asset for Aclaris as we continue to develop our pipeline," said Dr. Neal Walker, President and Chief Executive Officer of Aclaris.

About Aclaris Therapeutics, Inc.

Aclaris Therapeutics, Inc. is a physician-led biopharmaceutical company committed to addressing the needs of people with immuno-inflammatory and dermatological diseases who lack satisfactory treatment options. The company's diverse and multi-stage portfolio includes two FDA-approved medicines, one late-stage investigational medicine, and a pipeline powered by a robust R&D engine exploring protein kinase regulation. Aclaris Therapeutics' active development programs focus on areas where significant treatment gaps exist, such as common warts, alopecia areata, and vitiligo. For additional information, please visit www.aclaristx.com and follow Aclaris on LinkedIn or Twitter @aclaristx.

Cautionary Note Regarding Forward-Looking Statements

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as "believe," "expect," "may," "plan," "potential," "will," and similar expressions, and are based on Aclaris' current beliefs and expectations. These forward-looking statements include expectations regarding the development of Aclaris' pipeline. These statements involve

risks and uncertainties that could cause actual results to differ materially from those reflected in such statements. Risks and uncertainties that may cause actual results to differ materially include uncertainties inherent in the conduct of clinical trials and in commercialization of products, Aclaris' reliance on third parties over which it may not always have full control, and other risks and uncertainties that are described in the Risk Factors section of Aclaris' Annual Report on Form 10-K for the year ended December 31, 2018, and other filings Aclaris makes with the U.S. Securities and Exchange Commission from time to time. These documents are available under the "SEC filings" section of the Investors page of Aclaris' website at <http://www.aclaristx.com>. Any forward-looking statements speak only as of the date of this press release and are based on information available to Aclaris as of the date of this release, and Aclaris assumes no obligation to, and does not intend to, update any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:

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