
**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): April 7, 2021 (April 6, 2021)

Allena Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38268
(Commission
File Number)

45-2729920
(I.R.S. Employer
Identification No.)

One Newton Executive Park, Suite 202
Newton, Massachusetts
(Address of principal executive offices)

02462
(Zip Code)

Registrant's telephone number, including area code (617) 467-4577

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))

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 Mark J. Fitzpatrick to the Board of Directors

On April 6, 2021, the Board appointed Mark J. Fitzpatrick to the Board, effective April 6, 2021. Mr. Fitzpatrick will serve as a Class I director with a term expiring at the Company's next annual meeting of stockholders, which is expected to be held on June 3, 2021 (the "Annual Meeting"), and until such time as his successor is duly elected and qualified, or until his earlier death, resignation or removal. Further, effective immediately following the Annual Meeting, the Board appointed Mr. Fitzpatrick to serve as a member of the Audit Committee of the Board, subject to his election as a director by the Company's stockholders at the Annual Meeting. The Company expects that Mr. Fitzpatrick will also be appointed as chairman of the Audit Committee.

Mr. Fitzpatrick served as the President and Principal Financial Officer of Chiasma, Inc., a commercial-stage biopharmaceutical company ("Chiasma"), from June 2019 to January 2021, and previously served as President and Chief Executive Officer and a member of the board of directors of Chiasma, from October 2016 to June 2019 and Chief Financial Officer of Chiasma from June 2015 to October 2016. Prior to Chiasma, from May 2011 to June 2015, Mr. Fitzpatrick served as Chief Financial Officer at Aegerion Pharmaceuticals, Inc., a commercial-stage biopharmaceutical company specializing in the treatment of rare diseases. He also held the position of Chief Financial Officer at Proteon Therapeutics, Inc., RenaMed Biologics, Inc., Dynogen Pharmaceuticals, Inc., WorldStreet Corporation and Diacrin, Inc., and has more than 30 years of financial management experience in both public and private companies. Mr. Fitzpatrick began his professional career at Arthur Andersen LLP. Mr. Fitzpatrick received his B.S. in Accounting from Boston College in 1984 and earned a Certified Public Accountant certificate in the Commonwealth of Massachusetts in 1987. We believe Mr. Fitzpatrick is qualified to serve on our Board based on his extensive experience in executive management in the life sciences industry and his financial knowledge and experience.

As a non-employee director, Mr. Fitzpatrick will receive cash and equity compensation paid by the Company pursuant to its non-employee director compensation policy. There are no arrangements or understandings between Mr. Fitzpatrick and any other person pursuant to which Mr. Fitzpatrick was selected as a director, and there are no transactions between Mr. Fitzpatrick and the Company that would require disclosure under Item 404(a) of Regulation S-K. In addition, the Company has entered into an indemnification agreement with Mr. Fitzpatrick in connection with his appointment to the Board which is in substantially the same form as that entered into with the other directors of the Company.

Following the appointment of Mr. Fitzpatrick, the Company's Class I directors will consist of Mr. Fitzpatrick and Alexey Margolin, Ph.D. The terms for the Company's Class I directors will expire at the Annual Meeting.

Resignation of James N. Topper, M.D. and Andrew A. F. Hack, M.D., Ph.D.

On April 6, 2021, James N. Topper, M.D. and Andrew A. F. Hack, M.D., Ph.D. notified Allena Pharmaceuticals, Inc., a Delaware corporation (the "Company"), of their intent to not stand for reelection to the Company's Board of Directors (the "Board") at the Annual Meeting and, as a result, each of their terms will end upon the conclusion of the Annual Meeting. Dr. Topper will also resign from his position as member and chairman of the Nominating and Corporate Governance Committee of the Board, and Dr. Hack will resign from his position as a member and chairman of the Audit Committee of the Board, effective upon the conclusion of the Annual Meeting. Neither Dr. Topper's nor Dr. Hack's decision to not stand for reelection was related to any disagreement with the Company on any matter relating to its operations, policies, practices or any issues regarding financial disclosures, accounting or legal matters.

A copy of the press release issued by the Company announcing the foregoing activities is furnished as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release of the Company, dated April 7, 2021.

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.

Date: April 7, 2021

Allena Pharmaceuticals, Inc.

By: /s/ Richard Katz

Richard Katz
Chief Financial Officer



Allena Pharmaceuticals Appoints Mark J. Fitzpatrick to its Board of Directors

NEWTON, Mass., April 7, 2021 — Allena Pharmaceuticals, Inc. (NASDAQ: ALNA), a late-stage biopharmaceutical company dedicated to developing and commercializing first-in-class, oral enzyme therapeutics to treat patients with rare and severe metabolic and kidney disorders, today announced the appointment of Mark J. Fitzpatrick to its board of directors.

“Mark is an experienced industry executive, who has led financial strategy at biopharmaceutical companies across all stages of development,” said Louis Brenner, M.D., President and Chief Executive Officer of Allena Pharmaceuticals. “His extensive experience working with late-stage, rare disease companies will be particularly valuable as we continue to advance our ongoing Phase 3 URIROX-2 clinical trial and begin preparing for the potential launch of reloxaliase as a first-in-class treatment for enteric hyperoxaluria.”

Mr. Fitzpatrick brings over 30 years of operational and financial management experience to Allena. Most recently, he spent six years at Chiasma, Inc. where he served initially as Chief Financial Officer and subsequently President and Chief Executive Officer, and played an integral role in securing U.S. Food and Drug Administration (FDA) approval of MYCAPSSA® for the treatment of acromegaly. Prior to Chiasma, he served as Chief Financial Officer for several biopharmaceutical companies. In these roles, Mr. Fitzpatrick raised over \$1.5 billion in both public and private equity and debt financings, and helped negotiate strategic collaborations with both large pharmaceutical companies and commercial contract manufacturers. Mr. Fitzpatrick began his career at Arthur Andersen LLP and holds a B.S. in Accounting from Boston College.

“I am delighted to join Allena’s board of directors,” said Mr. Fitzpatrick. “Based on the data generated to date and its unique mechanism of action, I believe reloxaliase has the potential to revolutionize the treatment of enteric hyperoxaluria, providing patients with the first therapeutic option specifically developed for their disease. I am eager to lend my expertise to help advance this program, while also supporting Allena in the development of its broader pipeline, including ALLN-346 for the treatment of patients with hyperuricemia and chronic kidney disease.”

In conjunction with Mr. Fitzpatrick’s appointment, Allena announced that board members James Topper, M.D., Ph.D., managing general partner at Frazier Healthcare and a founding member of the company’s board of directors since 2011, and Andrew A. F. Hack, M.D., Ph.D., a member of the company’s board of directors since 2018, will not stand for re-election at the Company’s annual meeting in June.

“On behalf of the entire Allena team, I want to thank Jamie and Andrew for their service,” said Alexey Margolin, Ph.D., Chairman of the Board of Allena Pharmaceuticals. “Jamie has been a supportive, committed member of Allena’s board since the inception of the company and we are grateful for his many years of dedication and guidance. Together, Jamie and Andrew have contributed many important insights, which have been instrumental in enabling Allena to expand its clinical-stage pipeline and pursue its vision of building a public, fully-integrated, patient-focused biopharmaceutical company.”

About Allena Pharmaceuticals

Allena Pharmaceuticals, Inc. is a late-stage biopharmaceutical company dedicated to discovering, developing and commercializing first-in-class, oral biologic therapeutics to treat patients with rare and severe metabolic and kidney disorders. Allena’s lead product candidate, reloxaliase, is currently being evaluated in a pivotal Phase 3 clinical program for the treatment of enteric hyperoxaluria, a metabolic disorder characterized by markedly elevated urinary oxalate levels and commonly associated with kidney stones, chronic kidney disease and other serious kidney disorders. Allena is also developing ALLN-346 for the treatment of hyperuricemia in the setting of gout and advanced chronic kidney disease, with a Phase 1 multiple-ascending dose study and a Phase 2a program planned for 2021.

Forward-Looking Statements

This release contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements concerning the future composition of the Board of Directors. Any forward-looking statements in this press release are based on management’s current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to: market and other conditions, the timing for completion of Allena’s clinical trials of its product candidates, risks associated with obtaining, maintaining and protecting intellectual property; risks associated with Allena’s ability to enforce its patents against infringers and defend its patent portfolio against challenges from third parties; the risk of competition from other companies developing products for similar uses; risk associated with Allena’s financial condition and its need to obtain additional funding to support its business activities, including the future clinical development of relaxaliase and its ability to continue as a going concern; risks associated with Allena’s dependence on third parties; and risks related to the COVID-19 coronavirus. For a discussion of other risks and uncertainties, and other important factors, any of which could cause Allena’s actual results to differ from those contained in the forward-looking statements, see the section entitled “Risk Factors” in Item 1A of Part I of Allena’s Annual Report on Form 10-k for the period ended December 31, 2020, as well as discussions of potential risks, uncertainties and other important factors in Allena’s subsequent filings with the Securities and Exchange Commission. All information in this press release is as of the date of the release, and Allena undertakes no duty to update this information unless required by law.

Investor Contact

Hannah Deresiewicz
Stern Investor Relations, Inc.
212-362-1200
hannah.deresiewicz@sternir.com

Media Contact

Adam Daley
Berry & Company Public Relations
212-253-8881
adaley@berrypr.com