

**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 3, 2021

Design Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40288
(Commission
File Number)

82-3929248
(IRS Employer
Identification No.)

6005 Hidden Valley Road, Suite 110
Carlsbad, California
(Address of principal executive offices)

92011
(Zip Code)

Registrant's telephone number, including area code: **(858) 293-4900**

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, \$0.0001 par value per share	DSGN	The 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.

On June 3, 2021, the Board of Directors (the “Board”) of Design Therapeutics, Inc. (the “Company”), upon recommendation of the Nominating and Corporate Governance Committee of the Board, appointed (i) Heather Behanna, Ph.D as a Class I director of the Company, with a term of office expiring at the 2022 annual meeting of stockholders, and (ii) Deepa Prasad as a Class II director of the Company, with a term of office expiring at the 2023 annual meeting of stockholders, in each case effective as of June 15, 2021. Additionally, Ms. Prasad has been appointed as a member of the Audit Committee of the Board, replacing Stella Xu, Ph.D, effective as of June 15, 2021. There are no arrangements or understandings between Dr. Behanna or Ms. Prasad and any other person pursuant to which either of Dr. Behanna or Ms. Prasad was selected as a director. In addition, there are no transactions in which Dr. Behanna or Ms. Prasad has an interest that would require disclosure under Item 404(a) of Regulation S-K.

Pursuant to the Company’s compensation policy for non-employee directors (the “Compensation Policy”), (i) Dr. Behanna (x) will receive an annual cash retainer of \$35,000 for service as a member of the Board and (y) will be granted on the effective date of her appointment an option to purchase 30,000 shares of the Company’s common stock, which will vest monthly over a three-year period from the date of grant, and (ii) Ms. Prasad (x) will receive an annual cash retainer of \$35,000 for service as a member of the Board, (y) will receive an annual cash retainer of \$7,500 for service as a member of the Audit Committee of the Board and (z) will be granted on the effective date of her appointment an option to purchase 30,000 shares of the Company’s common stock, which will vest monthly over a three-year period from the date of grant. For 2021, Dr. Behanna and Ms. Prasad’s annual cash retainer amount will be pro-rated and in accordance with the annual compensation limit for non-employee directors as set forth in the Compensation Policy. The Compensation Policy also provides for further automatic annual option grants to purchase 15,000 shares of the Company’s common stock on the date of each annual meeting of stockholders, which will vest in equal monthly installments over the 12 months following the date of grant provided that such option grant will vest in full upon the date of the Company’s next annual meeting of stockholders. Each of the option grants described above will vest in full in the event of a change in control (as defined in the Company’s 2021 Equity Incentive Plan) provided each of Dr. Behanna and Ms. Prasad remains in continuous service with the Company as of immediately prior to such change in control. Dr. Behanna and Ms. Prasad will enter into the Company’s standard form of Indemnity Agreement for directors of the Company.

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: June 7, 2021

Design Therapeutics, Inc.

/s/ João Siffert, M.D.

João Siffert, M.D.

President and Chief Executive Officer