

**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): March 22, 2025**

**Invivyd, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40703**  
(Commission  
File Number)

**85-1403134**  
(IRS Employer  
Identification No.)

**1601 Trapelo Road, Suite 178**  
**Waltham, MA**  
(Address of Principal Executive Offices)

**02451**  
(Zip Code)

**Registrant's telephone number, including area code: (781) 819-0080**

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common stock, par value \$0.0001 per share</b>	<b>IVVD</b>	<b>The Nasdaq Stock Market LLC</b>

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 March 22, 2025, the Board of Directors (the “Board”) of Invivyd, Inc. (the “Company”), upon the recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Ajay Royan as a director, effective immediately, with his term expiring at the Company’s 2025 annual meeting of stockholders.

Mr. Royan’s compensation as a director will be consistent with the compensation provided to all of the Company’s non-employee directors. Under the Company’s current non-employee director compensation policy, Mr. Royan will receive an annual cash retainer of \$40,000 for his Board service. Mr. Royan was granted a nonqualified option to acquire 100,000 shares of common stock of the Company (the “Common Stock”), with such grant vesting over a three-year period, with one-third of the shares vesting on the first anniversary of March 24, 2025 (the “Grant Date”) and 1/36th of the total shares vesting in substantially equal monthly installments thereafter, such that the option is fully vested on the third anniversary of the Grant Date, subject to Mr. Royan’s continuous service with the Company through each such vesting date. The option is exercisable for 10 years from the Grant Date and has the same per share exercise price as the closing sales price of the Common Stock on the Nasdaq Stock Market on the Grant Date. The option is subject to the terms and conditions of the Company’s 2021 Equity Incentive Plan, as amended.

The Company and Mr. Royan also entered into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.4 to the Company’s Annual Report on Form 10-K (File No. 001-40703) filed with the U.S. Securities and Exchange Commission on March 20, 2025. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify each director for certain expenses (including attorneys’ fees), judgments, fines and settlement amounts actually and reasonably incurred by them in any action or proceeding arising out of their service as a director of the Company.

There is no arrangement or understanding between Mr. Royan and any other person pursuant to which Mr. Royan was appointed a director of the Company. There are no relationships or transactions in which Mr. Royan has or will have an interest, or was or is a party, requiring disclosure under Item 404(a) of Regulation S-K.

**Item 7.01 Regulation FD Disclosure.**

On March 26, 2025, the Company issued a press release announcing Mr. Royan’s appointment to the Board. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference to this Item 7.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated March 26, 2025</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**INVIVYD, INC.**

Date: March 26, 2025

By: /s/ Jill Andersen

Jill Andersen

Chief Legal Officer and Corporate Secretary

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## Invivyd Appoints Ajay Royan, Founder of Mithril Capital, to its Board of Directors

WALTHAM, Mass., March 26, 2025 (GLOBE NEWSWIRE) -- Invivyd, Inc. (Nasdaq: IVVD) is pleased to announce the appointment of Ajay Royan to its Board of Directors. Mr. Royan is a venture capitalist focused on transformational companies that have solved critical problems in healthcare, technology, and energy. Mr. Royan's investment firm, Mithril, is a significant long-term holder of Invivyd stock, and Mr. Royan led the 2022 shareholder action that focused Invivyd on its mission to deliver protection from serious viral infectious diseases, starting with COVID-19.

"We are delighted by Ajay's return to the Board of Invivyd as the company prepares to take the next step forward in scaling the medical benefit from its core technologies. Invivyd has rapidly re-established the field of monoclonal antibody prevention of COVID-19 and intends to advance into more scalable, higher value medicines that can protect Americans from COVID-19 and other diseases. Invivyd will benefit substantially from Ajay's acumen as we move forward," commented Marc Elia, Chairman of Invivyd's Board of Directors.

"Invivyd is an important company for the future of American medicine. The monoclonal antibody technology platform unique to Invivyd transcends the limits of vaccination to provide high-quality, best-in-class medicines for vulnerable populations," said Ajay Royan. Mr. Royan added, "Endemic diseases affecting our country's most vulnerable need to be attacked with the same alacrity, decisiveness, collaborative creativity, and rapid impact that characterized President Trump's Operation Warp Speed. This is the clarity and urgency with which I and Invivyd look forward to working with critical partners, both in industry and the new administration, to rapidly deliver innovative monoclonal antibody therapies to patients who need them most – people living with cancer, those who have had an organ transplant, those with an immunodeficiency, and individuals on immunosuppressive therapies. COVID-19 continues to kill and disable vast numbers of vulnerable Americans, especially in these communities, for whom the limitations of vaccines and the burdens of long COVID are all too real. And yet they have received neither their due voice in the media mainstream nor the urgent relief they deserve. We can—and therefore must—address their growing, unmet medical need with a holistic approach backed by proven American technology."

### About Invivyd

Invivyd, Inc. (Nasdaq: IVVD) is a biopharmaceutical company devoted to delivering protection from serious viral infectious diseases, beginning with SARS-CoV-2. Invivyd deploys a proprietary integrated technology platform unique in the industry designed to assess, monitor, develop, and adapt to create best in class antibodies. In March 2024, Invivyd received emergency use authorization (EUA) from the U.S. FDA for a monoclonal antibody (mAb) in its pipeline of innovative antibody candidates. Visit <https://invivyd.com/> to learn more.

### 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. Words such as "anticipates," "believes," "could," "expects," "estimates," "intends," "potential," "predicts," "projects," and "future" or similar expressions (as well as other words

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or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. Forward-looking statements include statements concerning, among other things, expectations related to the company's future prospects, including the company's efforts to scale medical benefit from its core technologies and advance into more scalable, higher value medicines that can protect Americans from COVID-19 and other diseases; the company's research and development efforts; the role of Invivyd in the future of American medicine; the future of the COVID-19 landscape and the potential impact of COVID-19 on certain populations; the expectation that Invivyd's mAb technology platform transcends the limits of vaccination to provide high-quality, best-in-class medicines for vulnerable populations; the expectation to work with critical partners, both in industry and the new administration, to rapidly deliver innovative mAb therapies to patients who need them the most; the company's competitive position in the market; the anticipated contributions of the company's directors; the company's devotion to delivering protection from serious viral infectious diseases, beginning with SARS-CoV-2; and other statements that are not historical fact. The company may not actually achieve the plans, intentions or expectations disclosed in the company's forward-looking statements and you should not place undue reliance on the company's forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause the company's actual results to differ materially from the results described in or implied by the forward-looking statements, including, without limitation: the timing, progress and results of the company's discovery, preclinical and clinical development activities; the risk that results of nonclinical studies or clinical trials may not be predictive of future results, and interim data are subject to further analysis; unexpected safety or efficacy data observed during preclinical studies or clinical trials; whether the company's product candidates are able to demonstrate and sustain neutralizing activity against major SARS-CoV-2 variants, particularly in the face of viral evolution; uncertainties related to the regulatory authorization or approval process, and available development and regulatory pathways; changes in the regulatory environment; how long the EUA granted by the U.S. FDA for a mAb in the company's pipeline will remain in effect and whether the EUA is revised or revoked by the U.S. FDA; the ability to maintain a continued acceptable safety, tolerability and efficacy profile of any product candidate following regulatory authorization or approval; whether the company's mAb technology platform is able to produce mAbs with broad and durable viral protection along with improved drug properties; whether the company is able to scale medical benefit from its core technologies; changes in expected or existing competition; the company's reliance on third parties; the complexities of manufacturing mAb therapies; macroeconomic and political uncertainties; the outcome of the company's efforts to work with critical partners; the company's ability to continue as a going concern; and whether the company has adequate funding to meet future operating expenses and capital expenditure requirements. Other factors that may cause the company's actual results to differ materially from those expressed or implied in the forward-looking statements in this press release are described under the heading "Risk Factors" in the company's Annual Report on Form 10-K for the year ended December 31, 2024, as filed with the Securities and Exchange Commission (SEC), and in the company's other filings with the SEC, and in its future reports to be filed with the SEC and available at [www.sec.gov](http://www.sec.gov). Forward-looking statements contained in this press release are made as of this date, and Invivyd undertakes no duty to update such information whether as a result of new information, future events or otherwise, except as required under applicable law.

This press release contains hyperlinks to information that is not deemed to be incorporated by reference in this press release.

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