

**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): September 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.)

**209 Church Street**  
**New Haven, CT**  
(Address of Principal Executive Offices)

**06510**  
(Zip Code)

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

**1601 Trapelo Road, Suite 178**  
**Waltham, MA 02451**  
(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 September 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 Paul B. Bolno, M.D. as a director, effective immediately, with his term expiring at the Company’s 2026 annual meeting of stockholders. The Board also appointed Dr. Bolno to the Compensation Committee of the Board (the “Compensation Committee”), effective immediately. Dr. Bolno’s appointment filled a vacancy on the Board created by the resignation of Christine Akinc, who resigned from the Board and all committees thereof, effective immediately on September 22, 2025. The resignation of Ms. Akinc was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Dr. Bolno’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, Dr. Bolno will receive an annual cash retainer of \$40,000 for his Board service. Dr. Bolno will receive an additional annual cash retainer of \$5,000 for his service on the Compensation Committee. Dr. Bolno 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 September 22, 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 Dr. Bolno’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 Dr. Bolno 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 Dr. Bolno and any other person pursuant to which Dr. Bolno was appointed a director of the Company. There are no relationships or transactions in which Dr. Bolno 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 September 24, 2025, the Company issued a press release announcing Dr. Bolno’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 8.01 Other Events.**

On September 22, 2025, the Company received a letter from the Nasdaq Listing Qualifications Department of the Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that it has regained compliance with the minimum bid price requirement set forth in Nasdaq Listing Rule 5450(a)(1) (the “Minimum Bid Price Requirement”) for continued listing on The Nasdaq Global Market.

As previously disclosed, on April 21, 2025, the Company received a letter from Nasdaq, notifying the Company that it was not in compliance with the Minimum Bid Price Requirement because the Common Stock had closed below the \$1.00 per share minimum for 30 consecutive business days. To regain compliance with the Minimum Bid Price Requirement, the Common Stock was required to maintain a closing bid price of at least \$1.00 per share for a minimum of ten consecutive business days.

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In its letter dated September 22, 2025, Nasdaq indicated the Company has regained compliance with the Minimum Bid Price Requirement, and the matter is now closed.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release, dated September 24, 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: September 24, 2025

By: /s/ Jill Andersen  
Jill Andersen  
Chief Legal Officer and Corporate Secretary

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## **INVIVYD APPOINTS PAUL B. BOLNO, M.D. TO ITS BOARD OF DIRECTORS**

NEW HAVEN, Conn., Sept. 24, 2025 (GLOBE NEWSWIRE) -- Invivyd, Inc. (NASDAQ: IVVD) today announced the appointment of Paul B. Bolno, M.D., to its Board of Directors and as a member of the Compensation Committee. Dr. Bolno is the President and CEO of Wave Life Sciences, a clinical-stage biotechnology company, and has served in those roles since 2013.

"We are happy to have Dr. Bolno join our Board at this critical moment while we transition toward a future focused on helping large populations avoid becoming ill from major viral infectious diseases," said Marc Elia, Chairman of the Board of Invivyd. "Dr. Bolno's extensive experience in leading Wave Life Sciences through rapid pipeline development will be a boon to Invivyd as we seek to advance our pipeline so that we may help as many people as possible stay healthy from targeted infectious diseases."

Dr. Bolno brings diverse experience utilizing technological platforms to create new products and medications. In addition to his role at Wave Life Sciences, he serves on the Board of Directors of ExpressionEdits and is the Chairman of the Scientific Advisory Group for the Nucleic Acid Therapy Accelerator.

"I am honored to join the Board of Invivyd, as we share a sense of urgency to keep Americans healthy via our deep commitment to scientific excellence," said Paul B. Bolno, M.D. "Invivyd's unique capabilities and ability to drive meaningful innovation in viral infectious disease can add high quality options in prevention and treatment of acute COVID, and potentially treatment of Long COVID, all of which are sorely needed in modern American healthcare."

### **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**

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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 or expressions referencing future events, conditions or circumstances) are intended to identify forward-looking statements. Forward-looking statements include statements concerning, among other things, the company’s focus on helping large populations avoid becoming ill from major viral infectious diseases and its efforts to advance its pipeline to help as many people as possible stay healthy from targeted infectious diseases; the anticipated contributions of the company’s new director the potential of Invivyd to drive meaningful innovation in viral infectious disease and add high quality options in prevention and treatment of acute COVID, and potentially treatment of Long COVID; 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; 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; 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; the outcome of the company’s engagement with regulators; changes in expected or existing competition; the company’s reliance on third parties; the complexities of manufacturing mAb therapies; macroeconomic and political uncertainties; 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, and its Quarterly Report on Form 10-Q for the quarter ended June 30, 2025, each as filed with the Securities and Exchange Commission (SEC), and in the company’s other

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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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