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): February 18, 2022

Adagio Therapeutics, Inc.
(Exact name of registrant as specified in its Charter)

Delaware	**001-40703**	**83-1403134**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

1601 Trapelo Road, Suite 178 **Waltham, Massachusetts** **(Address of Principal Executive Offices)**	**02451** **(Zip Code)**

(781) 819-0080
(Registrant's Telephone Number, Including Area Code)

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 (see General Instructions A.2. below):

☐ 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	**ADGI**	**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 8.01 Other Events.

On February 18, 2022, Adagio Therapeutics, Inc. (the "Company") issued a press release entitled "Adagio Therapeutics Announces CEO Succession Plan." On February 22, 2022, the Company issued a press release entitled "Adagio Therapeutics Announces ADG20 Development Plans and Pipeline Updates." The press releases are attached as Exhibit 99.1 and Exhibit 99.2 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release, dated February 18, 2022.
99.2	Press release, dated February 22, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

Adagio Therapeutics, Inc.

Dated: February 22, 2022

By: /s/ Jill Andersen
Jill Andersen
Chief Legal Officer

Exhibit 99.1

Adagio Therapeutics Announces CEO Succession Plan

Waltham, MA – February 18, 2022 – Adagio Therapeutics, Inc., (Nasdaq: ADGI), a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of antibody-based solutions for infectious diseases with pandemic potential, today announced a Chief Executive Officer succession plan. Current Adagio CEO Tillman Gerngross, Ph.D. has communicated to the Chairperson of the Board of Directors of Adagio that he agreed in principle to resign from his position as CEO. Upon Dr. Gerngross's departure from the Company, the Board intends to appoint Mr. David Hering, M.B.A., who has served as the Company's Chief Operating Officer, as Interim Chief Executive Officer of the Company. Dr. Gerngross also agreed to transfer the duties of the Chief Executive Officer to Mr. Hering.

"We have built a strong foundation for Adagio as a late-stage stage development company with the resources in place to execute the work ahead," said Mr. Hering. "We have great confidence in the deep expertise of the entire Adagio team as we move to our next phase of long-term success and growth. We look forward to providing further detail around this succession, as well as business updates, in the near term."

Mr. Hering is a seasoned life sciences leader with more than 25 years of industry experience, having spent much of his career leading functions within vaccine franchises at some of the top pharmaceutical companies. Prior to joining Adagio, Mr. Hering led Pfizer's mRNA Global Franchise and launched its COVID-19 vaccine as president, North America. Mr. Hering holds an M.B.A. from Harvard Business School and a B.S. in operations research and industrial engineering from Cornell University.

About Adagio Therapeutics

Adagio (Nasdaq: ADGI) is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of antibody-based solutions for infectious diseases with pandemic potential, including COVID-19 and influenza. The company's portfolio of antibodies has been optimized using Adimab's industry-leading antibody engineering capabilities and is designed to provide patients and clinicians with the potential for a powerful combination of potency, breadth, durable protection (via half-life extension), manufacturability and affordability. Adagio's portfolio of SARS-CoV-2 antibodies includes multiple non-competing, broadly neutralizing antibodies with distinct binding epitopes, led by ADG20. Adagio has secured manufacturing capacity for the production of ADG20 with third-party contract manufacturers to support clinical trials and initial launch quantities, ensuring the potential for broad accessibility to people around the world. ADG20 is an investigational monoclonal antibody that is not approved for use in any country. The safety and efficacy of ADG20 have not been established. For more information, please visit www.adagiotx.com.

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," "expects," "intends," "projects," and "future" or similar expressions are intended to identify forward-looking statements. Forward-looking statements include statements concerning, among other things, Adagio's Chief Executive Officer succession plan and management transition and the timing thereof and other statements that are not historical fact. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause our actual results to differ materially from the results described in or implied by the forward-looking statements, including, without limitation, the impacts of the COVID-19 pandemic on our business and those of our collaborators, our clinical trials and our financial position, unexpected safety or efficacy data observed during preclinical

studies or clinical trials, the predictability of clinical success of ADG20 based on neutralizing activity in pre-clinical studies, variability of results in models used to predict activity against SARS-CoV-2 variants of concern, clinical trial site activation or enrollment rates that are lower than expected, changes in expected or existing competition, changes in the regulatory environment, and the uncertainties and timing of the regulatory approval process, including the outcome of our discussions with regulatory authorities concerning our Phase 2/3 clinical trials. Other factors that may cause our 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 Adagio’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2021 and in Adagio’s future reports to be filed with the SEC. Such risks may be amplified by the impacts of the COVID-19 pandemic. Forward-looking statements contained in this press release are made as of this date, and Adagio undertakes no duty to update such information except as required under applicable law.

Contact:

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Exhibit 99.2

Adagio Therapeutics Announces ADG20 Development Plans and Pipeline Updates

Multiple Initiatives Undertaken for ADG20 Assessment, Including Analysis of Clinical Data at 300mg Dose and Exploring Higher Doses of ADG20 in the Clinic

Company Pursuing Portfolio of Antibodies in Response to Continuously Emerging SARS-CoV-2 Variants

Waltham, MA – February 22, 2022 – Adagio Therapeutics, Inc. (Nasdaq: ADGI), a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of antibody-based solutions for infectious diseases with pandemic potential, today outlined strategic initiatives for its ADG20 program, as well as research efforts to address SARS-CoV-2 and other coronaviruses. ADG20 is an investigational monoclonal antibody (mAb) being developed for the prevention and treatment of COVID-19.

The persistence of the COVID-19 pandemic and the potential for new variants support Adagio's ongoing work to bring forward new prevention and treatment options. Adagio is undertaking several strategic initiatives intended to assess the potential for Emergency Use Authorization submissions for ADG20 for the prevention and treatment of COVID-19, as well as numerous research efforts to address COVID-19 and other coronaviruses. In the first quarter of 2022, Adagio plans to:

- Analyze clinical data from its global Phase 2/3 clinical trials for the prevention (EVADE) and treatment (STAMP) of COVID-19 to assess the preliminary safety and efficacy of ADG20 at the 300mg dose in each trial. This analysis will be available in late March and the company expects these data will inform next steps for ADG20;
- Evaluate higher doses of ADG20 in a Phase 1 clinical trial to supplement the 300mg dose data;
- Progress ongoing efforts to modify ADG20 to improve binding to the Omicron variant in order to enhance its neutralization potency while retaining its broad neutralization shown *in vitro* against other SARS-CoV-2 variants of concern;
- Pursue assessment of additional mAbs from its proprietary library of previously isolated SARS-CoV-2 antibodies for neutralization breadth and potency, which could be developed as a standalone treatment or combination therapy; and
- Continue discovery efforts to identify novel broadly neutralizing antibodies that target distinct epitopes both within and outside the receptor binding domain of SARS-CoV-2 and other beta coronaviruses.

ADG20 *In Vitro* Data

Adagio has assessed and summarized *in vitro* data from externally conducted assays describing the neutralization potency of ADG20 against known SARS-CoV-2 variants. Based on data reported in numerous published manuscripts, ADG20 has demonstrated *in vitro* neutralizing activity against SARS-CoV-2 variants of concern including Alpha, Beta, Delta, Delta Plus, Gamma and the BA.1 lineage of the Omicron variant. However, recently published data show that in *in vitro* assays, ADG20 has markedly reduced neutralization activity against the BA.2 lineage of the Omicron variant.

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