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 6, 2018

AIMMUNE THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-37519	45-2748244
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification Number)

8000 Marina Blvd, Suite 300
Brisbane, CA 94005
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 614-5220

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.

On June 11, 2018, Aimmune Therapeutics, Inc. (the "Company") announced that the Board of Directors (the "Board") of the Company has appointed Jayson Dallas, M.D. as the Company's President and Chief Executive Officer and as a member of the Board, in each case, effective as of June 19, 2018. Dr. Dallas will serve as a Class I director with a term expiring at the Annual Meeting of Stockholders in 2019.

Dr. Dallas, age 50, joins the Company from Ultragenyx Pharmaceutical Inc., a public biopharmaceutical company, where he served as Executive Vice President since January 2016 and Chief Commercial Officer since August 2015. Between August 2015 and January 2016, he also served as Senior Vice President of Ultragenyx. Prior to Ultragenyx, Dr. Dallas served as General Manager of Roche, a public healthcare company, in the United Kingdom from July 2012 to July 2015. Prior to this, he held two different positions at Genentech, a public pharmaceutical company, as Head of Global Oncology Launch Excellence and Biosimilar Strategy and Head of Global Product Strategy for Immunology and Ophthalmology from May 2010 to June 2012. Prior to joining Genentech, Dr. Dallas worked at Novartis and Pharmacia in the U.S. and previously at Roche in Switzerland. Dr. Dallas has also served as a board member of Arena Pharmaceuticals Inc. since February 2017. Dr. Dallas holds an M.D. from the University of the Witwatersrand, Johannesburg, South Africa and an M.B.A. from Ashridge Business School in the United Kingdom.

In connection with his appointment as President and Chief Executive Officer, Dr. Dallas entered into an employment agreement with the Company. The employment agreement provides for the Company to pay Dr. Dallas an annual base salary of $535,000 and for Dr. Dallas to have the opportunity to earn an annual bonus targeted at 60% of his annual base salary. Dr. Dallas' annual bonus will not be prorated for 2018. In accordance with the employment agreement, on June 19, 2018, Dr. Dallas will be granted an option to purchase 350,000 shares of the Company's common stock with a per share exercise price equal to the per share closing trading price of the Company's common stock as reported on the Nasdaq Global Select Market on the date of grant. The option will vest and become exercisable with respect to 25% of the total number of shares underlying the option on June 19, 2019, and in equal monthly installments over 36 months thereafter, in each case, subject to Dr. Dallas' continued service through the applicable vesting date. Furthermore, on June 19, 2018, Dr. Dallas will be granted 60,000 restricted stock units that vest in equal installments on each of the first four anniversaries of June 19, 2018, subject to Dr. Dallas' continued service through the applicable vesting date. The equity awards will be granted pursuant to the Company's 2015 Equity Incentive Award Plan and award agreements to be entered into between Dr. Dallas and the Company substantially in the forms previously filed.

Under the employment agreement, in the event that Dr. Dallas' employment is terminated by us without "cause" or Dr. Dallas resigns his employment with the Company for "good reason", then in exchange for timely providing us a general release of claims, he is entitled to receive (i) continued base salary payments for twelve months, (ii) reimbursement of premiums for continued healthcare coverage for twelve months (iii) full accelerated vesting of his initial option and restricted stock units described above and (iv) accelerated vesting of any other equity awards, including stock options and restricted stock units, held by him with respect to that number of shares that would have vested had he remained employed through the first anniversary of his termination of employment (with any vested stock options remaining exercisable for twelve months after his termination of employment or resignation). If the termination or resignation occurs during the period commencing three months prior to a change in control and ending twelve months after a change in control, then, in lieu of the foregoing benefits, in exchange for timely providing us a general release of claims, Dr. Dallas is entitled to receive (a) a cash lump sum payment equal to one and a half times the sum of his annual base salary and annual target bonus, (b) reimbursement of continued healthcare coverage premiums for eighteen months and (c) full accelerated vesting of each equity award, including stock options and restricted stock units, held by him (with any stock options remain exercisable for twelve months following such termination or resignation). In addition to the severance benefits described above, in the event Dr. Dallas dies, the vesting of his initial option and restricted stock units will accelerate in full. In the event Dr. Dallas terminates employment with the Company as the result of becoming permanently disabled, then, in exchange for timely providing us a release of claims, the vesting of the initial option and restricted stock units will accelerate in respect of that number of shares of Company common stock that would have vested had he continued employment with the Company for twelve months after the date of such termination. Dr. Dallas will not receive any compensation in connection with his role as a member of the Board of the Company.

The Company will also enter into an indemnification agreement with Dr. Dallas (the "Indemnification Agreement") in accordance with its standard practice and pursuant to the form previously approved by the Board and the Company's stockholders. The Indemnification Agreement, among other things, requires the Company to indemnify Dr. Dallas to the fullest extent permitted by Delaware law, including indemnification of expenses such as attorneys' fees, judgments, penalties, fines and settlement amounts incurred by the executive officer in any action or proceeding, including any action or proceeding by or in right of us, arising out of the person's services as an executive officer and director.

There have not been any transactions since the beginning of the Company's last fiscal year, nor are there any proposed transactions, in which the Company was or is to be a participant involving amounts exceeding $120,000 and in which Dr. Dallas had or will have a direct or indirect material interest. There are no arrangements or understandings between Dr. Dallas and the Company or any other persons pursuant to which Dr. Dallas was appointed as Chief Executive Officer and as a member of the Board of the Company.

The foregoing summary of the material terms of the compensatory arrangements with Dr. Dallas is qualified in its entirety by the full text of the Executive Employment Agreement with Dr. Dallas. The agreement will be filed as an exhibit in the Quarterly Report for the period ended June 30, 2018. The foregoing description of the Indemnification Agreement is a summary of the material terms of such agreement and is qualified in its entirety by reference to the Indemnification Agreement, which was filed as Exhibit 10.7 to the Company's Registration Statement on Form S-1/A on July 27, 2015 and is incorporated by reference herein.

Dr. Dallas replaces Dr. Stephen Dilly, M.B.B.S., Ph.D., who, in November 2017, notified the Board that he expected to retire from the Company by the end of 2018. As contemplated by his Transition and Separation Agreement, in connection with Dr. Dallas' appointment as the President and Chief Executive Officer, Dr. Dilly will step down as a member of the Board, effective as of Dr. Dallas' appointment. Dr. Dilly will continue to serve as a special advisor to the Company through a transition period that ends on December 31, 2018.

On June 6, 2018, Jeffrey Knapp, the Company's Chief Operating Officer, informed the Company of his decision to leave his position with the Company, effective as of July 6, 2018.

Item 7.01 Regulation FD

On June 11, 2018, the Company issued a press release regarding the appointment of Dr. Dallas, which is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release dated June 11, 2018.

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.

AIMMUNE THERAPEUTICS, INC.

Date: June 11, 2018

By: /s/ Douglas T. Sheehy
Douglas T. Sheehy
General Counsel and Secretary

Aimmune Therapeutics Appoints Dr. Jayson Dallas as CEO

— Experienced Leader Brings Extensive Record of Global Strategic and Commercial Operational Accomplishments and Successful Product Launches —

BRISBANE, California, June 11, 2018 — Aimmune Therapeutics, Inc. (Nasdaq:AIMT), a biopharmaceutical company developing treatments for potentially life-threatening food allergies, today announced the appointment of Jayson Dallas, M.D., as President and Chief Executive Officer. Dr. Dallas, a biotech and pharmaceutical industry executive with decades of global strategic and commercial experience, will join Aimmune as President and CEO on June 19th, and will also become a member of the Aimmune Board of Directors.

Dr. Dallas succeeds Stephen Dilly, M.B.B.S., Ph.D., who announced his planned retirement late last year. Dr. Dilly will serve as a Special Advisor to Aimmune through the end of 2018 as Aimmune prepares for regulatory filings for AR101, its investigational biologic oral immunotherapy for desensitization of patients with peanut allergy.

“Jayson comes to Aimmune with both the physician’s focus on patient well-being and the commercial executive’s vision of how to build, innovate and deliver. With these attributes, we believe he’ll capably lead Aimmune to become a commercial company and advance additional food allergy therapeutic candidates into clinical development. We’re pleased that our comprehensive search led us to Jayson, and we’re looking forward to accompanying and supporting him on the transformative road ahead,” said Mark McDade, Chairman of the Aimmune Board of Directors. “At the same time, we want to express our gratitude to Stephen, who guided Aimmune’s evolution from an inspired, scrappy start-up to the standard-bearer in the emerging food allergy therapeutic space. He and his family have our very best wishes.”

Dr. Dallas joins Aimmune from Ultragenyx, a biopharmaceutical company focused on the development of products for rare and ultra-rare diseases, where he served as the company’s first Chief Commercial Officer. In nearly three years in that role, he oversaw commercial operations, including sales, marketing, reimbursement, and new product planning, and led the launches of Ultragenyx’s first two products, both of which received U.S. Food and Drug Administration (FDA) approvals in the past year.

Prior to his work at Ultragenyx, Dr. Dallas spent five years with Roche, as General Manager of Roche in the United Kingdom and as head of global commercial strategy groups at Genentech, focused on oncology, immunology and ophthalmology. Earlier, Dr. Dallas headed the specialty medicines operating unit for Novartis in the United States, after holding several leadership roles of increasing responsibility within the

company. He also held significant medical and marketing positions as he built his career at Pfizer, Roche and Proctor & Gamble Pharmaceuticals. Before joining the pharmaceutical industry, Dr. Dallas practiced medicine in South Africa and the United Kingdom and worked as a research physician. Dr. Dallas earned an M.D. from the University of the Witwatersrand in Johannesburg, South Africa, and he subsequently acquired an MBA from Ashridge in Berkhamsted, United Kingdom.

“I’m thrilled to step into a company that is delivering on its commitment to the food allergy community to develop products that can improve people’s lives,” said Dr. Dallas. “Throughout my career, I’ve been driven by the need to bring effective treatments to patients and their families. It is an honor to have the opportunity to lead Aimmune to potentially offer the first treatment intended to protect people with peanut allergy from life-threatening reactions. I appreciate the phenomenal work that Stephen has done to build Aimmune into a fully integrated biotechnology company and I am extremely proud to be taking over at this exciting time.”

In the role of Special Advisor, Dr. Dilly will focus on the execution of Aimmune’s regulatory filings for AR101, which has FDA Fast Track Designation, as well as FDA Breakthrough Therapy Designation for peanut-allergic patients ages 4–17. Aimmune plans to submit a Biologics License Application (BLA) for AR101 to the FDA by the end of 2018, followed by a Marketing Authorisation Application (MAA) to the European Medicines Agency (EMA) in the first half of 2019.

“As Aimmune nears the turn toward potentially having its first product on the market, Jayson is the ideal leader to take the baton,” said Dr. Dilly. “I’m delighted to welcome him to Aimmune, and I’m excited to work closely with him to provide optimal continuity through the AR101 regulatory process. It has been a privilege to have been entrusted with building Aimmune and working to alleviate the impact of food allergies. I can confidently hand that charge over to Jayson, knowing that he will take it forward with clear-sighted resolve and care.”

About Aimmune Therapeutics

Aimmune Therapeutics, Inc., is a clinical-stage biopharmaceutical company developing treatments for potentially life-threatening food allergies. The company’s Characterized Oral Desensitization ImmunoTherapy (CODIT™) approach is intended to achieve meaningful levels of protection by desensitizing patients with defined, precise amounts of key allergens. Aimmune’s first investigational biologic product using CODIT™, AR101 for the treatment of peanut allergy, has received the FDA’s Breakthrough Therapy Designation for the desensitization of peanut-allergic patients 4-17 years of age and is currently being evaluated in Phase 3 clinical trials. For more information, please see www.aimmune.com.

Forward-Looking Statements

Statements contained in this press release regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Such statements include, but are not limited to, statements regarding: Aimmune's expectations regarding its new chief executive officer; Aimmune's expectations regarding the potential benefits of AR101; Aimmune's expectations regarding potential applications of the CODIT™ approach to treating life-threatening food allergies; Aimmune's ability to develop and advance additional product candidates into and successfully complete clinical trials; and Aimmune's expectations regarding the timing of potential regulatory filings for marketing approval of AR101 in the United States and Europe. Risks and uncertainties that contribute to the uncertain nature of the forward-looking statements include: the expectation that Aimmune will need additional funds to finance its operations; the company's ability to initiate and/or complete clinical trials; the unpredictability of the regulatory process; the possibility that the results of early clinical trials may not be predictive of future results; the possibility that Aimmune's clinical trials will not be successful; Aimmune's dependence on the success of AR101; the company's reliance on third parties for the manufacture of the company's product candidates; possible regulatory developments in the United States and foreign countries; and Aimmune's ability to attract and retain senior management personnel. These and other risks and uncertainties are described more fully in Aimmune's most recent filings with the Securities and Exchange Commission, including its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018. All forward-looking statements contained in this press release speak only as of the date on which they were made. Aimmune undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

This press release concerns a product that is under clinical investigation and that has not yet been approved for marketing by the U.S. Food and Drug Administration (FDA) or the European Medicines Agency (EMA). It is currently limited to investigational use, and no representation is made as to its safety or effectiveness for the purposes for which it is being investigated.

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