

**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): August 1, 2022

RALLYBIO CORPORATION

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40693
(Commission File Number)

85-1083789
(IRS Employer
Identification No.)

234 Church Street, Suite 1020
New Haven, Connecticut
(Address of Principal Executive Offices)

06510
(Zip Code)

Registrant's Telephone Number, Including Area Code: 203 859-3820

(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, par value \$0.0001 per share	RLYB	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 August 1, 2022, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the Board) of Rallybio Corporation (Rallybio), the Board increased its size from nine directors to ten directors and appointed Wendy K. Chung, M.D., Ph.D. to serve as a director to fill the newly created vacancy, effective August 1, 2022.

Dr. Chung will serve as a Class III director whose term will expire at Rallybio's 2024 annual meeting of shareholders and Dr. Chung has been appointed to the Nominating and Corporate Governance Committee of the Board.

Dr. Chung will be entitled to receive compensation for service as a director in accordance with Rallybio's non-employee director compensation policy as described under the section "Director compensation policy" in Rallybio's Definitive Proxy Statement filed with the Securities and Exchange Commission (SEC) on April 25, 2022.

In connection with her appointment to the Board, Dr. Chung will enter into Rallybio's standard form of indemnification agreement with its directors and officers, a copy of which was filed as Exhibit 10.7 to Amendment No. 1 to Rallybio's Registration Statement on Form S-1 filed with the SEC on July 22, 2021.

There are no arrangements or understandings between Dr. Chung and any other person pursuant to which she was elected as a director. Dr. Chung does not have a direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 7.01. Regulation FD Disclosure.

On August 2, 2022, Rallybio issued a press release announcing the appointment of Dr. Chung to the Board, a copy of which is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in this Item 7.01 and Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by the Company on August 2, 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, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

RALLYBIO CORPORATION

Date: August 2, 2022

By: /s/ Jeffrey M. Fryer
Jeffrey M. Fryer, CPA
Chief Financial Officer and Treasurer



Rallybio Appoints Wendy K. Chung, M.D., Ph.D., to Its Board of Directors

NEW HAVEN, Conn. August 2, 2022-- Rallybio Corporation (Nasdaq: RLYB), a clinical-stage biotechnology company committed to identifying and accelerating the development of life-transforming therapies for patients with severe and rare diseases, today announced that it has appointed Wendy K. Chung, M.D., Ph.D., to its Board of Directors.

"Wendy is a tremendous addition to our Board of Directors. Her extensive clinical experience and deep scientific expertise will be a valued asset as we continue to advance our current product portfolio as well as bring additional candidates into our pipeline. We look forward to learning from her expertise and insights," said Martin Mackay, Ph.D., Chairman and Chief Executive Officer at Rallybio. "On behalf of our directors, I am pleased to welcome Wendy to Rallybio's Board."

"As a clinician, I have seen firsthand the significant unmet need for transformative therapies for patients with severe and rare diseases. I look forward to utilizing my scientific background and prior experience to contribute to the Board and the work of the Rallybio team as the Company continues to advance their current portfolio of product candidates and evaluate potential assets for their pipeline," said Dr. Chung.

About Dr. Chung

Dr. Chung is an accomplished leader in the diagnosis and treatment of rare diseases. She is a board certified clinical and molecular geneticist with more than 20 years of experience in human genetic research. Currently, Dr. Chung is the Kennedy Family Professor of Pediatrics and Medicine at Columbia University Irving Medical Center and the Director of Precision Medicine Resource for the Irving Institute for Translational Research at Columbia University. She has authored over 600 peer reviewed papers and 75 reviews and chapters in medical texts. Dr. Chung currently serves as a member of the Board of Directors of Prime Medicine. In addition, Dr. Chung is a member of the Scientific Advisory Board for Sage Bionetworks, Taysha, Helix, and Regeneron Genetics Center. Dr. Chung holds a Bachelor of Arts in Biochemistry and Economics from Cornell University, a Doctor of Medicine from Cornell University Medical College, a Doctor of Philosophy in Genetics from The Rockefeller University.

About Rallybio

Rallybio is a clinical-stage biotechnology company committed to identifying and accelerating the development of life-transforming therapies for patients with severe and rare diseases. Since its launch in January 2018, Rallybio has built a portfolio of promising product candidates, which are now in development to address rare diseases in the areas of hematology, immunoinflammation, maternal fetal health, and metabolic disorders. The Company's mission is being advanced by a team of highly experienced biopharma industry leaders with extensive research, development, and rare disease expertise. Rallybio is headquartered in New Haven, Connecticut, with an additional facility at the University of Connecticut's Technology Incubation Program in Farmington, Connecticut. For more information, please visit www.rallybio.com.

Forward-Looking Statements

This press release contains forward-looking statements that are based on our management's beliefs and assumptions and on currently available information. In some cases, forward-looking statements can be identified by terms such as "may," "will," "should," "expect," "plan," "anticipate," "could," "intend," "target," "project," "contemplate," "believe," "estimate," "predict," "potential" or "continue" or the negative of these terms or other similar expressions, although not all forward-looking statements contain these words. Forward-looking statements in this press release include, but are not limited to, statements concerning Rallybio's business development strategy and execution, its commercial planning, and the Company's growth. The forward-looking statements in this press release are only predictions and are based largely on management's current expectations and projections about future events and financial trends that management believes may affect Rallybio's business, financial condition and results of operations. These forward-looking statements speak only as of the date of this press release and are subject to a number of known and unknown risks, uncertainties and assumptions, including, but not limited to, our ability to successfully initiate and conduct our planned clinical trials, including the FNAIT natural history study, and the Phase 1 and or 1b clinical trials for RLYB212 and RLYB116, and complete such clinical trials and obtain results on our expected timelines, or at all, whether our cash resources will be sufficient to fund our operating expenses and capital expenditure requirements and whether we will be successful raising additional capital, our ability to identify new product candidates and successfully acquire such product candidates from third parties, competition from other biotechnology and pharmaceutical companies, and those risks and uncertainties described in Rallybio's filings with the U.S. Securities and Exchange Commission (SEC), including Rallybio's Annual Report on Form 10-K for the period ended December 31, 2021, and subsequent filings with the SEC. The events and circumstances reflected in our forward-looking statements may not be achieved or occur and actual future results, levels of activity, performance and events and circumstances could differ materially from those projected in the forward-looking statements. Except as required by applicable law, we are not obligated to publicly update or revise any forward-looking statements contained in this press release, whether as a result of any new information, future events, changed circumstances or otherwise.

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