

**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): May 26, 2022**

**ChemoCentryx, Inc.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35420**  
(Commission  
File Number)

**94-3254365**  
(IRS Employer  
Identification No.)

**835 Industrial Road, San Carlos, CA**  
(Address of Principal Executive Offices)

**94070**  
(Zip Code)

**Registrant's telephone number, including area code: (650) 210-2900**

(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 Instruction 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, par value \$0.001 per share	CCXI	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 1034 (§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**

Effective as of May 26, 2022, upon the recommendation of the Nominating and Corporate Governance Committee and the approval of the stockholders at the annual meeting of stockholders of ChemoCentryx, Inc. (the "Company"), David E. Wheadon, M.D., age 64, was elected to the Board of Directors (the "Board") of the Company as an independent director. Dr. Wheadon was elected to serve as a Class II director, with an initial term expiring at the 2025 annual meeting of stockholders of the Company. In addition, after fulfilling his final term as a Class II director, Henry A. McKinnell, Jr., Ph.D. retired from the Board.

Dr. Wheadon retired from AstraZeneca PLC in 2019 as Senior Vice President, Global Regulatory Affairs, Patient Safety and Quality Assurance, a position he had held since 2014. Before joining AstraZeneca, Dr. Wheadon held a variety of leadership roles in the healthcare sector, including Executive Vice President, Research and Advocacy at the Juvenile Diabetes Research Foundation, Senior Vice President of Global Pharmaceutical Regulatory and Medical Sciences at Abbott Laboratories, and Senior Vice President of U.S. Regulatory Affairs at GlaxoSmithKline Laboratories. Dr. Wheadon has also served as Senior Vice President, Scientific and Regulatory Affairs at PhRMA, the Washington D.C.-based Pharmaceutical Industry Research and Manufacturers Association, during which time he interacted with the Food and Drug Administration (FDA), the Department of Health and Human Services (HHS), and the National Institutes of Health (NIH).

Dr. Wheadon holds a M.D. from Johns Hopkins University School of Medicine and an A.B. in Biology from Harvard University. He completed his postdoctoral training in Psychiatry at Tufts/New England Medical Center in Boston, Massachusetts. He currently serves on the boards of Karuna Therapeutics Inc., Sotera Health Company, and Vaxart, Inc.

**Item 5.07. Submission of Matters to a Vote of Security Holders**

The Company held its annual meeting of stockholders on May 26, 2022. The following is a brief description of each matter voted upon at the meeting and the number of votes cast for, withheld or against, the number of abstentions and the number of broker non-votes with respect to each matter, as applicable.

1. To elect the following Class II directors for a three-year term to expire at the 2025 annual meeting of stockholders:

<u>Director Name</u>	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
Geoffrey M. Parker	35,251,509	16,878,334	19,810	7,464,742
James L. Tyree	49,947,587	2,185,377	16,689	7,464,742
David E. Wheadon, M.D.	51,208,441	924,627	16,585	7,464,742

In accordance with the above results, above nominees were elected to serve as directors.

2. To ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
59,209,659	393,243	11,493	0

In accordance with the above results, the selection of Ernst and Young LLP was approved.

3. To approve, on an advisory basis, the compensation of our named executive officers:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
49,983,772	2,020,026	145,855	7,464,742

In accordance with the above results, the compensation of our named executive officers was approved.

**Item 7.01. Regulation FD Disclosure**

On May 31, 2022, the Company issued a press release announcing changes to the composition of its Board of Directors. David E. Wheadon M.D. has been elected to the Board as an independent director, and Henry A. McKinnell, Jr., Ph.D., retired from the Board, effective May 26, 2022. A copy of the press release is being furnished as Exhibit 99.1 to this report.

The information contained in this Item 7.01, including the exhibit referenced herein, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. Such information shall not be incorporated by reference into any filing of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is furnished herewith:

<u>Exhibit Number</u>	<u>Description</u>
99.1	<a href="#">Press release issued by ChemoCentryx, Inc., dated May 31, 2022.</a>
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 hereunto duly authorized.

CHEMOCENTRYX, INC.

Date: June 1, 2022

By: /s/ Susan M. Kanaya  
Name: Susan M. Kanaya  
Title: Executive Vice President  
Chief Financial and Administrative Officer and Secretary



### ChemoCentryx Announces Changes to its Board of Directors

— David E. Wheadon, M.D., Elected to the Board as an Independent Director —

— Henry A. McKinnell, Jr., to Retire from Board —

**SAN CARLOS, Calif., May 31, 2022** — ChemoCentryx, Inc., (Nasdaq: CCXI), today announced changes to the composition of its Board of Directors. David E. Wheadon, M.D., has been elected to the Board as an independent director, and Henry A. McKinnell, Jr., Ph.D., is retiring from the Board, effective May 26, 2022.

“Dr. David E. Wheadon adds strength and depth to our Board,” said Thomas J. Schall, Ph.D., President and Chief Executive Officer of ChemoCentryx. “We look forward to benefitting from his extensive knowledge in science, clinical, and regulatory affairs as we seek to expand TAVNEOS’s commercial and clinical activities, advance our novel small molecule checkpoint inhibitor, CCX559, for the treatment of cancer, and bring additional pipeline assets to patients in need. We are also grateful to retiring Director Hank McKinnell for his tenure and contributions to the Board during an important time in the Company’s history.”

Dr. Wheadon retired from AstraZeneca PLC in 2019 as Senior Vice President, Global Regulatory Affairs, Patient Safety and Quality Assurance, a position he had held since 2014. Before joining AstraZeneca, Dr. Wheadon held a variety of leadership roles in the healthcare sector, including Executive Vice President, Research and Advocacy at the Juvenile Diabetes Research Foundation, Senior Vice President of Global Pharmaceutical Regulatory and Medical Sciences at Abbott Laboratories, and Senior Vice President of U.S. Regulatory Affairs at GlaxoSmithKline Laboratories. Dr. Wheadon has also served as Senior Vice President, Scientific and Regulatory Affairs at PhRMA, the Washington D.C.-based Pharmaceutical Industry Research and Manufacturers Association, during which time he interacted with the Food and Drug Administration (FDA), the Department of Health and Human Services (HHS), and the National Institutes of Health (NIH).

Dr. Wheadon holds a M.D. from Johns Hopkins University School of Medicine and an A.B. in Biology from Harvard University. He completed his postdoctoral training in Psychiatry at Tufts/New England Medical Center in Boston, Massachusetts. He currently serves on the boards of Karuna Therapeutics Inc., Sotera Health Company, and Vaxart, Inc.

“ChemoCentryx combines a passionate focus on unmet needs with proven expertise in drug discovery and development,” said Dr. Wheadon. “I look forward to working closely with my new colleagues in this rapidly growing organization to bring small molecule therapeutics to those who need it the most.”

#### About ChemoCentryx

ChemoCentryx is a biopharmaceutical company commercializing and developing new medications for inflammatory and autoimmune diseases and cancer. ChemoCentryx targets the chemokine and chemoattractant systems to discover, develop and commercialize orally administered therapies. In the United States, ChemoCentryx markets TAVNEOS® (avacopan), the first approved orally administered inhibitor of the complement 5a receptor as an adjunctive treatment for adult patients with severe active ANCA-associated vasculitis. TAVNEOS is also in late-stage clinical development for the treatment of severe hidradenitis suppurativa (HS) and C3 glomerulopathy (C3G). Additionally, ChemoCentryx has early-stage drug candidates that target chemoattractant receptors in other inflammatory and autoimmune diseases and in cancer. For more information about the Company visit [www.chemocentryx.com](http://www.chemocentryx.com).

TAVNEOS® is a registered trademark of ChemoCentryx, Inc. For more information, please see the Full Prescribing Information and Medication Guide, available at TAVNEOS.com.

### **Forward-Looking Statements**

ChemoCentryx cautions that statements included in this press release that are not a description of historical facts are forward-looking statements. Words such as “may,” “could,” “will,” “would,” “should,” “expect,” “plan,” “anticipate,” “believe,” “estimate,” “intend,” “predict,” “seek,” “contemplate,” “potential,” “continue” or “project” or the negative of these terms or other comparable terminology are intended to identify forward-looking statements. These statements include the Company’s statements regarding the achievement of anticipated goals and milestones, whether the Company’s drug candidates, including CCX559, will be shown to be safe and effective in ongoing or future clinical trials. The inclusion of forward-looking statements should not be regarded as a representation by ChemoCentryx that any of its plans will be achieved. Actual results may differ from those set forth in this release due to the risks and uncertainties inherent in the ChemoCentryx business and other risks described in the Company’s filings with the Securities and Exchange Commission (“SEC”). Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and ChemoCentryx undertakes no obligation to revise or update this news release to reflect events or circumstances after the date hereof. Further information regarding these and other risks is included under the heading “Risk Factors” in ChemoCentryx’s periodic reports filed with the SEC, including ChemoCentryx’s Annual Report on Form 10-K filed with the SEC on March 1, 2022, and its other reports which are available from the SEC’s website ([www.sec.gov](http://www.sec.gov)) and on ChemoCentryx’s website ([www.chemocentryx.com](http://www.chemocentryx.com)) under the heading “Investors.” All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995.

### **Contacts:**

#### **Investors:**

Bill Slattery, Jr.  
Vice President, Investor Relations  
& Corporate Communications  
650.210.2970  
[bslattery@chemocentryx.com](mailto:bslattery@chemocentryx.com)

#### **Media:**

Stephanie Tomei  
408.234.1279  
[media@chemocentryx.com](mailto:media@chemocentryx.com)