
**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): April 18, 2024

KALVISTA PHARMACEUTICALS, INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36830
(Commission File Number)

20-0915291
(IRS Employer
Identification No.)

55 Cambridge Parkway
Suite 901E
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02142
(Zip Code)

Registrant's Telephone Number, Including Area Code: 857 999-0075

(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, \$0.001 par value per share | KALV | 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 18, 2024 upon the recommendation of the Nominating and Governance Committee of the Board, the Board approved the appointment of William Fairey (“**Mr. Fairey**”) to the Board effective immediately, to serve until his successor is duly elected and qualified, or until his death, resignation or removal. Mr. Fairey will serve as a Class III Director whose term will expire at the Company’s 2024 Annual Meeting of Stockholders.

There are no arrangements or understandings between Mr. Fairey and any other persons pursuant to which Mr. Fairey was named as a director. Mr. Fairey is not a party to any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Additionally, the Board has determined that Mr. Fairey satisfies the independence requirements of the Nasdaq Stock Market listing rules and the Securities and Exchange Commission (the “**SEC**”).

Mr. Fairey’s compensation shall be consistent with the Company’s current policy for incoming non-employee directors, which provides for (i) an initial award upon such individual’s first appointment to the Board, consisting of options to purchase 17,000 shares of the Company’s common stock (ii) an annual retainer of \$42,500 paid in cash and (iii) an annual award to be granted commencing on the date of the first annual meeting of stockholders after Mr. Fairey has been serving as a director for one year, consisting of options to purchase 10,000 shares of the Company’s common stock.

In connection with his appointment to the Board, Mr. Fairey will execute the Company’s standard form of indemnification agreement for directors.

Item 7.01 Regulation FD Disclosure

On April 22, 2024, the Company issued a press release announcing Mr. Fairey’s appointment to the Board, a copy of which is attached hereto as Exhibit 99.1. The information contained in this Item 7.01, including Exhibit 99.1, is being furnished to the SEC and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|------------------------------|--|
| 99.1 | Press release dated April 22, 2024 |
| 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.

KALVISTA PHARMACEUTICALS, INC.

Date: April 22, 2024

By: /s/ Benjamin L. Palleiko

Benjamin L. Palleiko
Chief Executive Officer

KalVista Pharmaceuticals Appoints William C. Fairey to Board of Directors

Cambridge, MA and Salisbury, England, April 22, 2024 – KalVista Pharmaceuticals, Inc. (NASDAQ: KALV), a clinical stage pharmaceutical company focused on the discovery, development, and commercialization of oral, small molecule protease inhibitors, today announced that William C. Fairey has been appointed to the Company's Board of Directors, effective immediately. Mr. Fairey was most recently the Chief Commercial Officer at MyoKardia, Inc., a clinical stage biopharmaceutical company, and is a business leader with significant experience building markets and launching novel therapeutics to treat specialty and rare/orphan diseases.

"We welcome Bill to our Board of Directors," said Ben Palleiko, CEO of KalVista. "His experience in commercial and medical strategy, operations and product launches within the rare disease space will be invaluable to us as we continue our evolution into a commercial organization and focus on the FDA submission, potential approval and commercial launch of sebetralstat."

"I'm excited to join KalVista's board on the cusp of such a significant milestone as the planned FDA filing, and I look forward to helping advance the commercialization of sebetralstat," said Mr. Fairey. "I believe KalVista has the opportunity to change the treatment paradigm in the hereditary angioedema space by delivering an efficacious and well-tolerated, oral on-demand treatment to the people living with this debilitating disease."

Mr. Fairey has more than 30 years of experience in commercial and medical operations in the biotechnology and pharmaceutical industry, including shaping markets, developing products, determining global commercial/medical strategies, and leading cross-functional teams in delivering successful new product launches. Prior to MyoKardia, he served as Chief Operating Officer at ChemoCentryx, Inc. and held several positions of increasing responsibility at Actelion Pharmaceuticals, including serving as President for its US division, Vice President of the Asia Pacific Region, and President of Actelion Canada. He has also held several senior business, sales and market access roles at the Parke-Davis division of Warner-Lambert and has previously served on several life science company boards. Mr. Fairey received his M.B.A. from St. Mary's College of California and his B.S. from the University of Oregon.

About KalVista Pharmaceuticals, Inc.

KalVista Pharmaceuticals, Inc. is a pharmaceutical company focused on the discovery, development, and commercialization of oral, small molecule protease inhibitors for diseases with significant unmet need. KalVista disclosed positive phase 3 data for the KONFIDENT trial for its oral, on-demand therapy sebetralstat in February 2024. The Company anticipates submitting a new drug application to the U.S. FDA for sebetralstat in the first half of 2024 and expects to file for approval in Europe and Japan later in 2024. In addition, KalVista's oral Factor XIIIa inhibitor program represents a new generation of therapies that may further improve the treatment for people living with HAE and other diseases.

For more information about KalVista, please visit www.kalvista.com.

Forward-Looking Statements

This press release contains "forward-looking" statements within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "will" and similar references to future periods. These statements are subject to numerous risks and uncertainties that could cause actual results to differ materially from what we expect. Examples of forward-looking statements include, among others, timing or outcomes of communications with the FDA, our expectations about safety and efficacy of our product candidates and timing of clinical trials and their results, our ability to obtain regulatory approvals for sebetralstat and other candidates in development, the success of any efforts to commercialize sebetralstat, the ability of sebetralstat and other candidates in development to treat HAE or other diseases, and the future progress and potential success of our oral Factor XIIa program. Further information on potential risk factors that could affect our business and financial results are detailed in our filings with the Securities and Exchange Commission, including in our annual report on Form 10-K for the year ended April 30, 2023, our quarterly reports on Form 10-Q, and our other reports that we may make from time to time with the Securities and Exchange Commission. We undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Contact:**KalVista Pharmaceuticals, Inc.**

Jarrod Aldom

Vice President, Corporate Communications

(201) 705-0254

jarrod.aldom@kalvista.com

Ryan Baker

Head, Investor Relations

(617) 771-5001

ryan.baker@kalvista.com

