
**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)
November 15, 2021**

Codiak BioSciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-39615
(Commission
File Number)

47-4926530
(I.R.S. Employer
Identification Number)

**35 CambridgePark Drive, Suite 500
Cambridge, MA 02140**
(Address of principal executive offices and zip code)

(617) 949-4100
(Registrant's telephone number, including area code)

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	CDAK	Nasdaq Global 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 1.01 Entry into a Material Definitive Agreement.

On November 15, 2021, Codiak BioSciences, Inc. (the “Company”) and Lonza Rockland, Inc. (“Lonza”) closed (the “Closing”) the transactions contemplated by that certain Asset Purchase Agreement dated as of November 1, 2021 by and between the Company and Lonza (the “APA”), pursuant to which Lonza acquired Codiak’s exosome manufacturing facility and related assets, and subleased the premises, located at 4 Hartwell Place, Lexington, MA 02421 as reported on that certain Current Report on Form 8-K filed by the Company on November 2, 2021.

In connection with the Closing, and as consideration for the APA, on November 15, 2021, the Company and Lonza entered into a Manufacturing Services Agreement (the “MSA”). Pursuant to the MSA, Lonza will become the exclusive manufacturing partner for future clinical and commercial manufacturing of the Company’s exosome products pipeline, subject to limited exceptions. Under the MSA, the Company shall receive approximately \$65.0 million worth of exosome manufacturing services for its clinical programs during the next four years. Pursuant to the MSA, commencing in 2026, the Company shall purchase from Lonza a contractually agreed minimum amount of exosome manufacturing services per year for 10 years, or if earlier, until the fifth (5th) anniversary of the first commercial sale of a Company exosome product, subject to limited exceptions.

In connection with the Closing, on November 15, 2021, the Company and Lonza entered into a Licensing and Collaboration Agreement (the “License”). Pursuant to the License, the Company granted Lonza a worldwide, exclusive and sub-licensable license to the Company’s high-throughput exosome manufacturing intellectual property in the contract development and manufacturing field, and a worldwide, non-exclusive and sub-licensable license to such intellectual property for non-therapeutical uses outside the contract development and manufacturing field. Pursuant to the License, the Company is eligible to receive from Lonza a double-digit percentage of future sublicensing revenues. The Company shall retain its pipeline of therapeutic candidates and core exosome engineering, drug-loading expertise and related intellectual property. The companies will collaborate to establish a joint Center of Excellence for further development of exosome manufacturing technology, with a shared oversight committee. The Center of Excellence will leverage the strengths of both companies to pursue developments in exosome production, purification and analytics.

The foregoing summaries of certain terms of the APA, MSA and License do not purport to be complete and are subject to, and qualified in their entirety by, the text of the APA, MSA and License, which the Company plans to file as exhibits to its Annual Report on Form 10-K for the year ending December 31, 2021 and are incorporated by reference herein.

SIGNATURE

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.

Date November 16, 2021

Codiak BioSciences, Inc.

By: /s/ Douglas E. Williams

Name: Douglas E. Williams, Ph.D.

Title: Chief Executive Officer and President