UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): March 18, 2022

Athira Pharma, Inc.
(Exact name of registrant as specified in its charter)

Delaware	**001-39503**	**45-3368487**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

18706 North Creek Parkway, Suite 104
Bothell, WA 98011
(Address of principal executive offices, including zip code)

(206) 221-8112
(Registrant's telephone number, including area code)

(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, $0.0001 par value per share	**ATHA**	**The Nasdaq Stock Market LLC (The 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.

Appointment of Dr. Michael Panzara to the Board of Directors

On March 18, 2022, the board of directors of Athira Pharma, Inc. (the "Company" or "Athira"), upon recommendation from the nominating and corporate governance committee of the Company's board of directors (the "Board"), appointed Dr. Michael Panzara as a director of the Company, effective immediately. Dr. Panzara was appointed as a Class I director with a term expiring at the Company's 2024 annual meeting of stockholders. The Board has not yet determined the committee(s) of the Board, if any, to which Dr. Panzara will be named.

There are no transactions and no proposed transactions between Dr. Panzara or any member of his immediate family and the Company or any of its subsidiaries, and there is no arrangement or understanding between Dr. Panzara and any other person or entity pursuant to which Dr. Panzara was appointed as a director of the Company.

Dr. Panzara will enter into the Company's standard form of indemnification agreement for directors and executive officers.

Dr. Panzara will participate in the Company's standard compensation plan for non-employee directors, including an initial stock option grant, which was granted to Dr. Panzara on March 18, 2022. The standard compensation plan for non-employee directors is described in the section titled "Item 8.01 Other Events" of the Company's current report on Form 8-K, filed with the Securities and Exchange Commission on January 31, 2022.

A press release announcing Dr. Panzara's appointment to the board of directors is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Athira Pharma, Inc. press release dated March 21, 2022
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

Athira Pharma, Inc.

Date: March 21, 2022

By: /s/ Mark Litton
Mark Litton
President and Chief Executive Officer

Exhibit 99.1

Athira Pharma Announces Appointment of Dr. Michael A. Panzara to its Board of Directors

Industry Veteran Brings More than 20 Years of Experience in CNS Drug Development and Commericalization

BOTHELL, Wash., March 21, 2022 — Athira Pharma, Inc. (NASDAQ: ATHA), a late clinical-stage biopharmaceutical company focused on developing small molecules to restore neuronal health and slow neurodegeneration, today announced the appointment of Michael A. Panzara, M.D., MPH to its Board of Directors. Dr. Panzara currently serves as Chief Medical Officer, Head of Therapeutics Discovery and Development at Wave Life Sciences (NASDAQ: WVE) and brings over 20 years of biopharmaceutical industry experience developing therapies for neurological disorders, including in leadership roles at Sanofi Genzyme and Biogen.

“Mike is a recognized and experienced leader in the development and commercialization of first-in-class neurology drugs,” said Mark Litton Ph.D., President and Chief Executive Officer of Athira. “His insights as both a physician scientist and as a clinical drug development leader will be invaluable as we advance therapies to improve the lives of those affected by neurological diseases.”

“It is an exciting time to be joining the Board given Athira’s advancing clinical programs and innovative approach to the treatment of neurological disorders including Alzheimer’s disease,” said Dr. Panzara. “I’m pleased to join a very distinguished, experienced board and work alongside a talented senior management team.”

At Wave Life Sciences, Dr. Panzara oversees therapeutics discovery, preclinical and clinical development of Wave’s portfolio of therapeutic candidates. Prior to joining Wave in 2016, Dr. Panzara served as the Head of the Multiple Sclerosis (MS), Neurology and Ophthalmology Therapeutic Area for Global Development at Sanofi Genzyme. During his time there, Dr. Panzara oversaw global regulatory approvals of the MS drugs LEMTRADA (alemtuzumb) and AUBAGIO (teriflunomide), managed the neurological and ophthalmological portfolios across Sanofi which included a diverse pipeline of small molecules and biologics, and led global strategy and execution of development plans for neurology and ophthalmology candidates from preclinical development through regulatory approval.

Prior to joining Genzyme, Dr. Panzara was Vice President and Chief Medical Officer of Neurology for Biogen. During his time there, he served as the global clinical lead for the development of TYSABRI (natalizumab) for MS, overseeing its clinical program and global approvals. He also managed clinical development activities for all late-stage MS products including AVONEX (interferon beta-1a), PLEGRIDY (PEG-interferon beta-1a), and TECFIDERA (oral dimethylfumarate).

Dr. Panzara received his B.A. in Biology from the University of Pennsylvania and medical degree from Stanford University School of Medicine. He trained in neurology at Massachusetts General Hospital, received his post-doctoral training in immunology and rheumatology at Brigham and Women's Hospital, and received his MPH from the Harvard School of Public Health.

About Athira Pharma, Inc.

Athira Pharma Inc., headquartered in the Seattle area, is a late clinical-stage biopharmaceutical company focused on developing small molecules to restore neuronal health and slow neurodegeneration. Athira aims to provide rapid cognitive improvement and alter the course of neurological diseases with its novel mechanism of action. Athira is currently advancing its lead therapeutic candidate, fosgonimeton (ATH-1017), a novel small molecule for Alzheimer's and Parkinson's disease dementia and Dementia with Lewy bodies. For more information, visit www.athira.com. You can also follow Athira on Facebook, LinkedIn and @athirapharma on Twitter and Instagram.

Forward-Looking Statements

This release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995. These forward-looking statements are not based on historical fact and include statements regarding fosgonimeton as a potential treatment for Alzheimer's disease, Parkinson's disease dementia and Dementia with Lewy bodies, and other dementias; Athira's platform technology and potential therapies; future development plans; expectations regarding the potential efficacy and commercial potential of Athira's product candidates; and Athira's ability to advance its product candidates into later stages of development. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "should," "would," "expect," "plan," "believe," "intend," "pursue," "continue," and other similar expressions, among others. Any forward-looking statements are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, the preliminary data for Athira's fosgonimeton product candidate from the Phase 1 Part A and B trials will not continue or persist in current or planned clinical trials; cessation or delay of any of the ongoing clinical trials and/or Athira's development of fosgonimeton and other product candidates may occur; the impact of the COVID-19 pandemic on Athira's business, research and clinical development plans and timelines, and the regulatory process for Athira product candidates; the outcome of legal proceedings which have been or may in the future be instituted against us and certain of our directors and officers; clinical trials may not demonstrate safety and efficacy of any of Athira's product candidates; Athira's assumptions regarding the sufficiency of its cash, cash equivalents and investments to fund its planned operations may be incorrect; while P300 latency is a functional measure that is highly correlated with cognition, Athira may not successfully establish a connection between these P300 latency results and improved cognition; as well as the other risks detailed in Athira's filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the date hereof and Athira undertakes no obligation to update forward-looking statements. Athira may not actually achieve the plans, intentions, or expectations disclosed in its forward-looking statements, and you should not place undue reliance on the forward-looking statements.

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