
**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): **July 23, 2019**

RHYTHM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38223
(Commission
File Number)

46-2159271
(IRS Employer
Identification Number)

**222 Berkeley Street
12th Floor
Boston, MA 02116**

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(857) 264-4280**

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))

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.

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	RYTM	The Nasdaq Stock Market LLC (Nasdaq Global Market)

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective as of July 23, 2019, based on the recommendation of the Governance and Nominating Committee of Rhythm Pharmaceuticals, Inc. (the “Company”), the Board of Directors of the Company (the “Board”) increased the size of the Board from seven to eight members and filled the newly created vacancy on the Board by appointing Stuart Arbuckle as a director of the Company. The Board designated Mr. Arbuckle as a Class I director to serve until the Company’s 2021 annual meeting of stockholders. Mr. Arbuckle was appointed to the Compensation Committee of the Board. The Board has determined that Mr. Arbuckle is an independent director in accordance with applicable rules of the U.S. Securities and Exchange Commission (the “SEC”) and the Nasdaq Stock Market.

Mr. Arbuckle currently serves as Executive Vice President and Chief Commercial Officer at Vertex Pharmaceuticals where he is responsible for the company’s reimbursement and access, sales, marketing, patient support and market research efforts within the cystic fibrosis franchise. Prior to joining Vertex, Mr. Arbuckle held several commercial leadership positions at Amgen including leading sales and marketing efforts for Amgen’s portfolio of cancer medicines, such as Aranesp®, Neulasta® injection and NEUPOGEN®, and leading the successful launches of XGEVA® injection and Nplate® injection. Most recently, he served as Vice President and Regional General Manager at Amgen, where he led efforts to expand the company’s presence in Asia, the Middle East, and Africa. Prior to these roles, Mr. Arbuckle spent 15 years at GlaxoSmithKline, where he held sales and marketing roles for medicines aimed at treating metabolic, respiratory, musculoskeletal, cardiovascular and other diseases. Mr. Arbuckle currently serves as a board member of ImmunoGen and as a national board member of Cancer Support Community, an international non-profit organization dedicated to providing support and education to people affected by cancer. He also serves on the Executive Committee and Health Section Governing Board for the Biotechnology Innovation Organization (BIO), where he is co-chair of the BIO Standing Committee on Access & Value. Mr. Arbuckle holds a B.S. in Pharmacology and Physiology from the University of Leeds in the United Kingdom.

Mr. Arbuckle will be compensated in accordance with the Company’s non-employee director compensation policy, which was adopted by the Board based on the recommendation of our Compensation Committee and is filed as Exhibit 10.1 hereto.

In addition, Mr. Arbuckle and the Company will enter into the Company’s standard indemnification agreement, a form of which has been previously filed with the SEC.

There have been no transactions with the Company and there are currently no proposed transactions with the Company that would be required to be disclosed under Item 404(a) of Regulation S-K. No arrangement or understanding exists between Mr. Arbuckle and any other person pursuant to which Mr. Arbuckle was selected as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On July 24, 2019, the Company issued a press release announcing Mr. Arbuckle’s appointment to the Board. The full text of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 and in the accompanying Exhibit 99.1 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, unless expressly incorporated by specific reference to such filing. The information in this Item 7.01 and the exhibit hereto shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Summary of Non-Employee Director Compensation Policy.
99.1	Press release dated July 24, 2019.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RHYTHM PHARMACEUTICALS, INC.

Date: July 25, 2019

By: /s/ Hunter Smith
Hunter Smith
Chief Financial Officer

Summary of Non-Employee Director Compensation Policy

Under the Company's non-employee director compensation policy, all non-employee directors will be paid an annual retainer fee of \$40,000 and such additional fees as are set forth in the following table. All payments will be made quarterly in arrears.

Non-Employee Director	Annual Fee
Lead Director	\$ 25,000
Non-Executive Chair	\$ 30,000
Chairman of the audit committee	\$ 15,000
Member of the audit committee (other than chairman)	\$ 7,500
Chairman of the compensation committee	\$ 12,000
Member of the compensation committee (other than chairman)	\$ 6,000
Chairman of the governance and nominating committee	\$ 8,000
Member of the governance and nominating committee (other than chairman)	\$ 4,000

Under the policy, each individual who is initially appointed or elected to the board of directors will be eligible to receive an option to purchase up to 30,000 shares of our common stock under the 2017 Equity Incentive Plan on the date he or she first becomes a non-employee director. These option grants will vest annually over a three-year period from the date of grant, subject to continued service as a non-employee director through that vesting date. In addition, on the date of the annual meeting of stockholders, each continuing non-employee director who has served on the board of directors for a minimum of six months will be eligible to receive an option grant to purchase up to 15,000 shares of our common stock, which will vest in full upon the earlier of the first anniversary of the date of grant or the date of the next annual meeting of stockholders. The exercise price for each of these option grants will be equal to the fair market value of our common stock on the date of grant. These new director grants and annual grants will be subject to approval by our board of directors at the time of grant. The share numbers set forth herein will be appropriately adjusted for any split or recapitalization of the Company's securities.

Rhythm Pharmaceuticals Announces Appointment of Stuart Arbuckle to its Board of Directors

Boston, MA — July 24, 2019 - Rhythm Pharmaceuticals, Inc. (Nasdaq:RYTM), a biopharmaceutical company focused on the development and commercialization of therapeutics for the treatment of rare genetic disorders of obesity, today announced the appointment of Stuart Arbuckle to its Board of Directors.

“We are excited to welcome Stuart to our Board of Directors as we move through the late-stage clinical development of setmelanotide and begin to develop a commercial infrastructure,” said Rhythm Board of Directors Chairman David Meeker, M.D. “Stuart has extensive experience leading global sales and marketing efforts for several therapies in rare indications, including metabolic conditions, and we look forward to his insights and contributions as we work to bring setmelanotide to people living with rare genetic disorders of obesity, their families and the broader community.”

Mr. Arbuckle currently serves as Executive Vice President and Chief Commercial Officer at Vertex Pharmaceuticals where he is responsible for the company’s reimbursement and access, sales, marketing, patient support and market research efforts within the cystic fibrosis franchise. Prior to joining Vertex, Mr. Arbuckle held several commercial leadership positions at Amgen including leading sales and marketing efforts for Amgen’s portfolio of cancer medicines, such as Aranesp®, Neulasta® injection and NEUPOGEN®, and leading the successful launches of XGEVA® injection and Nplate® injection. Most recently, he served as Vice President and Regional General Manager at Amgen, where he led efforts to expand the company’s presence in Asia, the Middle East, and Africa. Prior to these roles, Mr. Arbuckle spent 15 years at GlaxoSmithKline, where he held sales and marketing roles for medicines aimed at treating metabolic, respiratory, musculoskeletal, cardiovascular and other diseases. Mr. Arbuckle currently serves as a board member of ImmunoGen and as a national board member of Cancer Support Community, an international non-profit organization dedicated to providing support and education to people affected by cancer. He also serves on the Executive Committee and Health Section Governing Board for the Biotechnology Innovation Organization (BIO), where he is co-chair of the BIO Standing Committee on Access & Value. Mr. Arbuckle holds a B.S. in Pharmacology and Physiology from the University of Leeds in the United Kingdom.

“I look forward to working with Rhythm which is uniquely positioned to transform the care of rare genetic disorders of obesity. With setmelanotide, Rhythm is advancing a therapy that has the potential to restore appetite control and reduce weight by overcoming impairments within the MC4R pathway,” said Mr. Arbuckle. “Simultaneously, the company is building a community of genetic specialists, health care providers, caregivers and patients to better understand these disorders and improve patient care and management.”

About Rhythm

Rhythm is a biopharmaceutical company focused on the development and commercialization of therapies for the treatment of rare genetic disorders of obesity. Rhythm is currently evaluating the efficacy and safety of setmelanotide, the company’s first-in-class MC4R agonist, in Phase 3 studies in patients with Pro-opiomelanocortin (POMC) deficiency obesity, Leptin receptor (LEPR) deficiency obesity, Bardet-Biedl Syndrome, and Alström syndrome. Rhythm is dedicated to improving the understanding of severe obesity that results from specific genetic disorders. For healthcare professionals, visit www.UNcommonObesity.com for more information. For

patients and caregivers, visit www.LEADforRareObesity.com for more information. The company is based in Boston, MA.

Forward-Looking Statements

This press release contains certain statements that are forward-looking within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and that involve risks and uncertainties, including statements regarding Rhythm's business strategy and goals, its future clinical development, and its expectations regarding setmelanotide. Statements using word such as "expect", "goal", "anticipate", "believe", "may", "will", "plan" and similar terms are also forward looking statements. Such statements are subject to numerous risks and uncertainties, including but not limited to, our ability to enroll patients in clinical trials, the design and outcome of clinical trials, the impact of competition, the ability to achieve or obtain necessary regulatory approvals, risks associated with data analysis and reporting, and expenses, and other risks as may be detailed from time to time in our Annual Reports on Form 10-K and quarterly reports on Form 10-Q and other reports we file with the Securities and Exchange Commission. Except as required by law, we undertake no obligations to make any revisions to the forward-looking statements contained in this release or to update them to reflect events or circumstances occurring after the date of this release, whether as a result of new information, future developments or otherwise.

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