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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): June 6, 2018**

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**Zafgen, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-36510**  
(Commission  
File Number)

**20-3857670**  
(I.R.S. Employer  
Identification No.)

**175 Portland Street, 4th Floor**  
**Boston, Massachusetts**  
(Address of principal executive offices)

**02114**  
(Zip Code)

**Registrant's telephone number, including area code (617) 622-4003**

**Not Applicable**

(Former name or former address, if changed since last report)

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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.

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

*Departure of Frances K. Heller and Bruce Booth, Ph.D. as Directors*

On June 6, 2018, the Board of Directors (the “Board”) of Zafgen, Inc. (the “Company”) accepted the resignation and retirement of Frances K. Heller from her positions as a member of the Board and as a member of the audit committee of the Board.

On June 6, 2018, the Board also accepted the resignation and retirement of Bruce Booth, Ph.D. from his position as a member of the Board.

Ms. Heller’s and Dr. Booth’s departures were not the result of any disagreement with the Company on any matters relating to the Company’s operations, policies, or practices.

*Election of Wendy Everett, Sc.D. as Director*

On June 6, 2018, the Company elected Wendy Everett, Sc.D., age 72, to serve as a member of the Board as a Class II director, to serve until the Company’s 2019 annual meeting of stockholders or until her successor is duly elected and qualified. The Company also appointed Dr. Everett to the audit committee of the Board.

Dr. Everett has more than 30 years of experience spanning a variety of healthcare, health policy, academic, entrepreneurial, educational and clinical care settings. Since 2002, Dr. Everett has held multiple executive-level positions (including CEO and President) at the Network for Excellence in Health Innovation (“NEHI”), formerly the New England Healthcare Institute, and currently serves as Special Advisor to the organization. She also currently serves as Senior Advisor to Avalere Health. Prior to her executive positions at NEHI, Dr. Everett was Managing Director at the Institute for the Future from 1995 to 2002, an independent, futures research organization. Other previous strategic and leadership roles held by Dr. Everett include Principal, GBE Consulting; Senior Vice President, Interpractice Systems; National Program Director, Kaiser Family Foundation; Vice President, Brigham and Women’s Hospital; National Program Director, Robert Wood Johnson Foundation; and other positions in academia and health care. Dr. Everett received a B.S. in psychology and education from University of Rochester and a B.S. in Nursing from University of California, San Francisco. Dr. Everett also earned her S.M. and Sc.D. in health policy and management from Harvard University.

As a non-employee director, Dr. Everett will receive cash and equity compensation paid by the Company pursuant to its non-employee director compensation program. There are no arrangements or understandings between Dr. Everett and any other person pursuant to which Dr. Everett was elected as a director, and there are no transactions between Dr. Everett and the Company that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing the election of Dr. Everett and the departure of Ms. Heller and Dr. Booth is being furnished as Exhibit 99.1 to this Report on Form 8-K.

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

The Company held its Annual Meeting of Stockholders (the “Annual Meeting”) on June 6, 2018. As of April 11, 2018, the record date for the Annual Meeting, there were 27,563,346 outstanding shares of the Company’s common stock. The Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission (“SEC”) on April 18, 2018: (i) to elect Thomas O. Daniel, M.D., Cameron Geoffrey

McDonough, M.D. and Robert J. Perez as Class I directors of the Company to each serve for a three-year term expiring at the Company’s annual meeting of stockholders in 2021 and until their successors have been duly elected and qualified (“Proposal 1”), and (ii) to ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 (“Proposal 2”).

The Company’s stockholders approved the Class I director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company’s stockholders voted for Class I directors as follows:

<b>Class I Director Nominee</b>	<b>For</b>	<b>Withhold</b>	<b>Broker Non-Votes</b>
Thomas O. Daniel, M.D.	16,027,169	2,173,413	5,410,828
Cameron Geoffrey McDonough, M.D.	16,024,429	2,176,153	5,410,828
Robert J. Perez	15,962,970	2,237,612	5,410,828

The Company’s stockholders approved Proposal 2. The votes cast for Proposal 2 at the Annual Meeting were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>
23,423,489	170,294	17,627

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release issued by Zafgen, Inc. on June 7, 2018, furnished herewith.

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**EXHIBIT INDEX**

Exhibit  
No.

Description

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99.1 [Press release issued by Zafgen, Inc. on June 7, 2018, furnished herewith.](#)

**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: June 7, 2018

**ZAFGEN, INC.**

By: /s/ Jeffrey S. Hatfield  
Jeffrey S. Hatfield  
Chief Executive Officer



**Zafgen, Inc. Appoints Industry Veteran and Healthcare Policy Expert Dr. Wendy Everett to its Board of Directors**

*Zafgen, Inc. also announces the retirements of Dr. Bruce Booth and Ms. Frances Heller from its Board of Directors*

**BOSTON, Mass., June 7, 2018** – Zafgen, Inc., (Nasdaq:ZFGN), a clinical-stage biopharmaceutical company leveraging its proprietary MetAP2 biology platform to develop novel therapies for patients affected by complex metabolic diseases, announced today the appointment of Wendy Everett, Sc.D. to the Company’s Board of Directors. Additionally, Zafgen announced the retirement of Bruce Booth, Ph.D., and Frances Heller from their current Board appointments.

“I am proud to work alongside the highly experienced, respected and distinguished biopharma and healthcare industry leaders that comprise our Board of Directors, and we are honored to welcome Dr. Wendy Everett to our Board at a pivotal time for the Company,” said Jeffrey Hatfield, Chief Executive Officer of Zafgen, Inc. “Zafgen is advancing three promising MetAP2 inhibitor programs, including indications for type 2 diabetes and rare complex metabolic disorders, with an initial indication in Prader-Willi syndrome. Wendy’s expertise in healthcare policy and management will be instrumental in supporting and guiding Zafgen’s corporate activities and representing the interests of our shareholders.”

Mr. Hatfield continued, “We extend our deep appreciation to Bruce and Fran for their commitment and service to Zafgen and our shareholders, and for their significant contributions in guiding the Company to this transformative point in our evolution.”

“Zafgen’s approach to addressing complex metabolic diseases has the potential to make an important difference for patients affected by type 2 diabetes, Prader-Willi syndrome and other serious conditions,” said Dr. Everett. “I’ve spent my career on the leading edge of healthcare innovation, and I look forward to being part of the Zafgen Board of Directors as the Company advances its novel clinical development programs and works to meet its R&D, patient community and financial goals.”

As of June 6, 2018, the Zafgen Board of Directors includes:

- Peter Barrett, Ph.D., Chairman, Partner at Atlas Venture
- Thomas O. Daniel, M.D., Former Chairman of Research, Celgene Corporation

- Wendy Everett, Sc.D., Special Advisor, Network for Excellence in Health Innovation (NEHI)
- Jeffrey S. Hatfield, Chief Executive Officer, Zafgen
- Thomas E. Hughes, Ph.D., President and Chief Scientific Officer, Zafgen
- John LaMattina, Ph.D., Former President of Pfizer Global R&D
- C. Geoffrey McDonough, M.D., President and Chief Executive Officer, Generation Bio
- Robert J. Perez, Former Chief Executive Officer, Cubist Pharmaceuticals, Inc.
- Frank E. Thomas, Chief Financial Officer and Chief Business Officer, Orchard Therapeutics

#### **About Dr. Wendy Everett**

Dr. Wendy Everett has more than 30 years of experience spanning a variety of healthcare, health policy, academic, entrepreneurial, educational and clinical care settings. Since 2002, Dr. Everett has held multiple executive-level positions at the Network for Excellence in Health Innovation (NEHI), formerly the New England Healthcare Institute, where she currently serves as Special Advisor, including CEO and President. She also currently serves as Senior Advisor to Avalere Health. Prior to her executive positions at NEHI, Dr. Everett was Managing Director at the Institute for the Future from 1995 to 2002, an independent, futures research organization. Other previous strategic and leadership roles held by Dr. Everett include Principal, GBE Consulting; Senior Vice President, Interpractice Systems; National Program Director, Kaiser Family Foundation; Vice President, Brigham and Women's Hospital; National Program Director, Robert Wood Johnson Foundation; and other positions in academia and health care. Dr. Everett received a B.S. in psychology and education from University of Rochester and a B.S. in Nursing from University of California, San Francisco. Dr. Everett also earned her S.M. and Sc.D. in health policy and management from Harvard University.

#### **About Zafgen**

Zafgen (Nasdaq:ZFGN) is a clinical-stage biopharmaceutical company leveraging its proprietary MetAP2 biology platform to develop novel therapies for patients affected by complex metabolic diseases. Zafgen has pioneered the study of MetAP2 inhibitors in both common and rare metabolic disorders and is currently advancing programs for type 2 diabetes, Prader-Willi syndrome and liver diseases. The Company's lead product candidate, ZGN-1061, a MetAP2 inhibitor for difficult-to-control type 2 diabetes, has demonstrated positive interim results in a Phase 2 clinical trial. Learn more at [www.zafgen.com](http://www.zafgen.com).

#### **Safe Harbor Statement**

Various statements in this release concerning Zafgen's future expectations, plans and prospects, including without limitation, Zafgen's expectations regarding the use of ZGN-1258, ZGN-1061 and other second-generation MetAP2 inhibitors as treatments for metabolic diseases including Prader-Willi syndrome, type 2 diabetes, liver diseases and obesity and Zafgen's expectations with respect to the timing and success of its nonclinical studies and clinical trials of ZGN-1258, ZGN-1061 and its other product candidates, may constitute forward-looking statements for the purposes of the safe harbor provisions under The Private Securities

Litigation Reform Act of 1995 and other federal securities laws. Forward-looking statements can be identified by terminology such as “anticipate,” “believe,” “could,” “could increase the likelihood,” “estimate,” “expect,” “intend,” “is planned,” “may,” “should,” “will,” “will enable,” “would be expected,” “look forward,” “may provide,” “would” or similar terms, variations of such terms or the negative of those terms. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including, without limitation, Zafgen’s ability to successfully demonstrate the efficacy and safety of ZGN-1258, ZGN-1061 and its other product candidates and to differentiate ZGN-1258, ZGN-1061 and its other product candidates from first generation MetAP2 inhibitors, such as beloranib, the nonclinical and clinical results for ZGN-1258, ZGN-1061 and its other product candidates, which may not support further development and marketing approval, actions of regulatory agencies, which may affect the initiation, timing and progress of nonclinical studies and clinical trials of its product candidates, Zafgen’s ability to obtain, maintain and protect its intellectual property, Zafgen’s ability to enforce its patents against infringers and defend its patent portfolio against challenges from third parties, competition from others developing products for similar uses, Zafgen’s ability to manage operating expenses, Zafgen’s ability to obtain additional funding to support its business activities and establish and maintain strategic business alliances and new business initiatives when needed, Zafgen’s dependence on third parties for development, manufacture, marketing, sales and distribution of product candidates, and unexpected expenditures, as well as those risks more fully discussed in the section entitled “Risk Factors” in Zafgen’s most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission, as well as discussions of potential risks, uncertainties, and other important factors in Zafgen’s subsequent filings, including without limitation Zafgen’s Quarterly Reports on Form 10-Q, with the Securities and Exchange Commission. In addition, any forward-looking statements represent Zafgen’s views only as of today and should not be relied upon as representing its views as of any subsequent date. Zafgen explicitly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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