

VITAL THERAPIES INC  
Form 8-K  
January 24, 2019

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): January 21, 2019

VITAL THERAPIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware                                      001-36201                                      56-2358443  
(State or other jurisdiction                      (Commission File Number) (IRS Employer Identification No.)  
of incorporation)

15222-B Avenue of Science                                      92128  
San Diego, CA  
(Address of principal executive offices) (Zip Code)  
Registrant's telephone number, including area code: (858) 673-6840

---

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 (§ 240.12b2 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. Yes  No

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

Termination of Chief Executive Officer without Cause; Director Resignation

On January 21, 2019, in an effort to further reduce operating costs, the board of directors (the “Board”) of Vital Therapies, Inc. (“Vital”) notified Mr. Russell Cox that his employment with the Company would be terminated without cause as of January 25, 2019. Mr. Cox has submitted his resignation from our Board effective as of January 25, 2019.

Appointment of Chief Executive Officer; Appointment of New Director

On January 21, 2019, the Board appointed Dr. Duane D. Nash as Vital’s Chief Executive Officer, effective as of January 25, 2019. In addition, pursuant to Vital’s Certificate of Incorporation, the Board appointed Dr. Duane D. Nash to our Board, effective January 25, 2019, to fill the vacancy created by Mr. Cox’s resignation.

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.

VITAL THERAPIES, INC.

By: /s/ Michael V. Swanson  
Michael V. Swanson  
Chief Financial Officer  
Date: January 24, 2019