
**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): August 26, 2023

Omega Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-40657
(Commission
File Number)

81-3247585
(I.R.S. Employer
Identification No.)

140 First Street, Suite 501
Cambridge, Massachusetts 02141
(Address of principal executive offices) (Zip Code)

(617) 949-4360
(Registrant's telephone number, include area code)

N/A
(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))
-

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

Title of each class	Trading Symbols	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	OMGA	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.

On August 26, 2023, the Board of Directors (the “Board”) of Omega Therapeutics, Inc. (the “Company”) elected Michelle C. Werner as a Class I director of the Company and appointed Ms. Werner as a member of the Board’s Nominating and Corporate Governance Committee, effective August 28, 2023 (the “Effective Date”). On the Effective Date, Noubar B. Afeyan, Ph.D., submitted his resignation as a member of and Chair of the Board.

Ms. Werner is eligible to participate in the Company’s Non-Employee Director Compensation Program, including receipt of an annual retainer of \$35,000 for her Board service, an additional annual retainer of \$4,000 for her service as a member of the Nominating and Corporate Governance Committee, and an initial award of an option to purchase 36,713 shares of the Company’s common stock (the “Initial Award”). The Initial Award has an exercise price equal to \$3.62 per share, the fair market value of a share of the Company’s common stock on the Effective Date, and will vest and become exercisable in 36 substantially equal monthly installments after the Effective Date, such that the Initial Award shall be vested and exercisable as to all shares on the third anniversary of the Effective Date, subject to Ms. Werner’s continued service with the Company. Ms. Werner has also entered into the Company’s standard indemnification agreement for directors and officers.

|

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.

OMEGA THERAPEUTICS, INC.

Date: August 29, 2023

By: /s/ Mahesh Karande

Mahesh Karande

President and Chief Executive Officer
