
**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): June 2, 2023

ABSCI CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-40646
(Commission
File Number)

85-3383487
(I.R.S. Employer
Identification No.)

18105 SE Mill Plain Blvd
Vancouver, WA 98683
(Address of principal executive offices, including zip code)

(360) 949-1041
(Registrant's telephone number, including area code)

Not Applicable
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.0001 par value per share	ABSI	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 June 2, 2023, the Board of Directors (the “Board”) of Absci Corporation (the “Company”) appointed Frans van Houten to the Board effective that same date. Simultaneously with Mr. van Houten’s appointment, the size of the Board was fixed at eight (8) directors and a third director position was added among the Class I directors. Mr. van Houten will serve as a Class I director of the Company, to hold office until the Company’s 2025 annual meeting of stockholders or until his earlier resignation, death, or removal. Upon his appointment, Mr. van Houten was also appointed to serve on the Audit Committee and the Nominating and Corporate Governance Committee of the Board.

Pursuant to the Company’s Non-Employee Director Compensation Policy (as amended, the “Policy”), the Board granted Mr. van Houten an initial option to purchase 106,200 shares of the Company’s common stock at an exercise price per share of \$1.88, the closing market price on the NASDAQ Global Select Market of the Company’s common stock on June 2, 2023, the date of grant (the “Option Grant”). The Option Grant will vest in equal monthly installments over three (3) years from the date of grant, provided, however that all vesting shall cease if Mr. van Houten resigns from the Board or otherwise ceases to serve as a director, unless the Board determines that the circumstances warrant continuation of vesting. The Option Grant shall become fully vested and exercisable upon a “Sale Event” (as such term is defined in the Company’s 2021 Stock Option and Incentive Plan). Mr. van Houten will also receive an annual \$55,000 cash retainer for his services on the Board, the Audit Committee and the Nominating and Corporate Governance Committee, pursuant to the Policy.

Mr. van Houten has entered into the Company’s standard form of indemnification agreement, which is filed as Exhibit 10.8 to the Company’s Registration Statement on Form S-1 filed on July 20, 2021. There are no arrangements or understandings between Mr. van Houten and any other person pursuant to which Mr. van Houten was appointed as a member of the Board. There are no family relationships between Mr. van Houten, on the one hand, and any director, executive officer or any other person nominated or chosen by the Company to become a director or executive officer, on the other. There are no transactions or relationships between the Company and Mr. van Houten that are reportable pursuant to Item 404(a) of Regulation S-K.

A copy of the press release announcing Mr. van Houten’s appointment as a director is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Absci Corporation, dated June 6, 2023

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.

Absci Corporation

Date: June 6, 2023

By: /s/ Sean McClain

Sean McClain

Founder and CEO



Absci Evolves its Board of Directors with HealthTech Luminary Frans van Houten, Former CEO of Philips

VANCOUVER, WA — June 6, 2023 — Absci (Nasdaq: ABSI), a generative AI drug creation company, today announced the appointment of Frans van Houten to its Board of Directors. With his exceptional leadership experience and deep industry knowledge in the healthcare and technology industries, van Houten will play a pivotal role in supporting Absci's strategic vision and growth trajectory.

Frans van Houten is a highly regarded business executive with a remarkable track record of success. During his tenure as CEO of Royal Philips, van Houten led the company's transformation into a global leader in health technology, overseeing a critical strategic transformation, resulting in a streamlined portfolio that propelled Philips to the forefront of innovative healthcare solutions combining medical devices with informatics platforms to improve patient outcomes and raise provider productivity. The transformation put Philips on a path of higher growth and profitability. In addition to his role at Absci, van Houten serves on the Board of Directors of Novartis, a leading global pharmaceutical company, and acts as an advisor to private equity companies. Van Houten served in 2017 as Co-Chair at the World Economic Forum in Davos.

"Absci stands at the forefront of AI-enabled drug creation, a field that is accelerating right before our eyes," said Mr. van Houten. "What motivates me most about Absci's mission is the prospect of accelerating the development of breakthrough therapies, together with pharma and biotech companies, that can make a meaningful impact on patients' lives. I'm convinced that by fusing AI and bioscience, we can dramatically enhance the speed and efficiency of drug discovery, even leading to breakthroughs. I am deeply committed to this cause and eager to work with this talented team to push the boundaries of what is possible in drug creation."

"Frans' proven record of visionary leadership and strategic business acumen makes him an exceptional addition to our Board," said Sean McClain, Founder and CEO of Absci. "His experience guiding Philips through a period of significant transformation and growth is particularly relevant as Absci continues to expand its innovative AI drug creation platform and develops its strategic portfolio of assets and partnerships."

Van Houten's ability to steer complex changes and nurture innovation aligns closely with Absci's ambitious growth strategy and its vision to reshape the future of biopharmaceutical discovery. During his leadership at Philips, van Houten emphasized innovation and advanced technologies, spearheading the development of connected, patient-centric solutions. This focus seamlessly aligns with Absci's commitment to accelerating the pace of drug discovery through its revolutionary Integrated Drug Creation™ platform.

Van Houten's appointment to Absci's Board of Directors comes on the heels of Meta senior executive Dan Rabinovitsj and AI pioneer Joseph Sirosch's appointment to the Absci Board of Directors last year. This reinforces the company's commitment to assembling a distinguished group of industry leaders with a shared vision for advancing AI and science toward breakthrough therapeutics at the click of a button.

About Absci

Absci is a generative AI drug creation company that combines AI with scalable wet lab technologies to create better biologics for patients, faster. Our Integrated Drug Creation™ platform unlocks the potential to accelerate time to clinic and increase the probability of success by simultaneously optimizing multiple drug characteristics important to both development and therapeutic benefit. With the data to train, the AI to create, and the wet lab to validate, Absci can screen billions of cells per week, allowing it to go from AI-designed antibodies to wet lab-validated candidates in as little as six weeks. Absci's vision is to deliver breakthrough therapeutics at the click of a button, for everyone. Absci's headquarters is in Vancouver, WA, its AI Research Lab is in New York City, and its Innovation Center is in Zug, Switzerland. Visit www.absci.com and follow us on LinkedIn (@absci), Twitter (@Abscibio), and YouTube.

Availability of Other Information about Absci

Investors and others should note that we routinely communicate with investors and the public using our website (www.absci.com) and our investor relations website (investors.absci.com), including without limitation, through the posting of investor presentations, SEC filings, press releases, public conference calls and webcasts on these websites, as well as on Twitter, LinkedIn and YouTube. The information that we post on these websites and social media outlets could be deemed to be material information. As a result, investors, the media, and others interested in Absci are encouraged to review this information on a regular basis. The contents of our website and social media postings, or any other website that may be accessed from our website or social media postings, shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

Absci Forward-Looking Statements

Certain statements in this press release that are not historical facts are considered 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, including statements containing the words "will," "may," "pursues," "anticipates," "plans," "believes," "aims," "potential," "forecast," "estimates," "extends," "expects," and "intends," or similar expressions. We intend these forward-looking statements, including statements regarding technology development efforts and the application of those efforts, including acceleration of drug development timelines, reducing the time and costs related to drug development, advancements toward in silico drug design, drug discovery and development activities, internal pipeline development efforts, and the effective incorporation of our technology in drug design, research and technology development collaboration efforts, to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act, and we make this statement for purposes of complying with those safe harbor provisions. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies, and prospects, which are based on the information currently available to us and on assumptions we have made. We can give no assurance that the plans, intentions, expectations, or strategies will be attained or achieved, and furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control, including, without limitation, risks and uncertainties relating to our ability to effectively collaborate on research, drug discovery and development activities with our partners or potential partners; along with those risks set forth in our most recent periodic report filed with the U.S. Securities and Exchange Commission, as well as discussions of potential risks, uncertainties, and other important factors in our subsequent filings with the U.S. Securities and Exchange Commission. Except as required by law, we assume no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise.

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