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 6, 2023**

Blueprint Medicines Corporation

(Exact name of registrant as specified in its charter)

Delaware	**001-37359**	**26-3632015**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

45 Sidney Street **Cambridge, Massachusetts**	**02139**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: **(617) 374-7580**

(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 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 Exchange Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common stock, par value $0.001 per share	BPMC	Nasdaq Global Select Market

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

Director Appointment

Effective January 6, 2023, the Board of Directors (the "Board") of Blueprint Medicines Corporation (the "Company"), on the recommendation of the Nominating and Corporate Governance Committee of the Board, unanimously appointed John Tsai, M.D. to fill a newly created vacancy on the Board resulting from the retirement of George D. Demetri, M.D., FASCO, who will be joining the Company's Scientific Advisory Board. Dr. Tsai was appointed as a Class III director of the Company, to serve in such capacity until the annual meeting of the Company's stockholders in 2024 or until his earlier resignation, death or removal.

From May 2018 through May 2022, Dr. Tsai served as the President, Global Drug Development and Chief Medical Officer at Novartis AG ("Novartis"), a leading global medicines company. Prior to joining Novartis in 2018, Dr. Tsai served as Chief Medical Officer and Senior Vice President of Global Medical Affairs at Amgen Inc. and spent 11 years at Bristol-Myers Squibb Company ("Bristol-Myers"). During his tenure at Bristol-Myers , Dr. Tsai held positions of increasing responsibility within the Medical and Drug Development organizations, including Head of Late Phase Development and Oncology Development Leader, Head of Worldwide Medical Affairs, Chief Medical Officer Europe, Head of U.S. Medical, and Vice-President, Cardiovascular and Metabolics Disease Area. Earlier in his career, Dr. Tsai held drug development roles at Pfizer Inc. and manufacturing roles at General Electric Company. Dr. Tsai received a B.S.E.E. in Electrical Engineering from Washington University in St. Louis and an M.D. from University of Louisville School of Medicine.

Upon his election to the Board, Dr. Tsai was granted an option to purchase 7,950 shares of the Company's Common Stock at an exercise price of $46.87 per share, which was the closing price of the Company's Common Stock on the date of grant, and which will vest in equal monthly installments during the three years following the grant date, subject to Dr. Tsai's continued service on the Board. Dr. Tsai was also granted 3,900 restricted stock units, which will vest in equal annual installments over a three-year period beginning on the one-year anniversary of the grant date, subject to Dr. Tsai's continued service on the Board. Each restricted stock unit will entitle Dr. Tsai to one share of the Company's Common Stock if and when the restricted stock unit vests.

Dr. Tsai has no family relationship with any of the executive officers or directors of the Company. There are no arrangements or understandings between Dr. Tsai and any other person pursuant to which he was appointed as a director of the Company.

In connection with Dr. Tsai's election to the Board, Dr. Tsai entered into the Company's standard form of indemnification agreement, a copy of which was filed as Exhibit 10.11 to the Company's Registration Statement on Form S-1 (File No. 333-202938) filed with the Securities and Exchange Commission on March 23, 2015. Pursuant to the terms of the indemnification agreement, the Company may be required, among other things, to indemnify Dr. Tsai for some expenses, including attorneys' fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as one of the Company's directors.

A copy of the Company's press release announcing the appointment of Dr. Tsai is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Director Resignation

On January 4, 2023, George D. Demetri, M.D., FASCO notified the Company of his resignation as a Class III member of the Company's board of directors effective immediately. Dr. Demetri's resignation did not result from any disagreement with the Company on any matter relating to the Company's operations, policies or practices.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by Blueprint Medicines Corporation on January 6, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and incorporated as Exhibit 101)

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.

BLUEPRINT MEDICINES CORPORATION

Date: January 6, 2022

By: /s/ Kathryn Haviland
Kathryn Haviland
Chief Executive Officer

Exhibit 99.1

Blueprint Medicines Appoints John Tsai, M.D. to its Board of Directors

CAMBRIDGE, Mass., (January 6, 2023) / PRNewswire/ -- Blueprint Medicines Corporation (NASDAQ: BPMC) today announced the appointment of John Tsai, M.D., to its board of directors. Dr. Tsai, who was President, Global Drug Development and Chief Medical Officer at Novartis AG from 2018 to 2022, brings more than 20 years of drug development and medical affairs experience in global pharmaceutical companies to Blueprint Medicines.

“John’s broad and deep experience in managing large pipelines and diverse portfolios for global pharmaceutical companies will make him a valuable Board member as we progress multiple best-in-class clinical development programs in broad, established therapeutic areas,” said Kate Haviland, Chief Executive Officer. “We very much look forward to the perspective John will bring as we continue to advance innovative precision medicine therapeutics that transform the lives of patients with genomically defined diseases.”

“Blueprint Medicines’ success to date is impressive and the company has a clear, exciting path to achieve its 2027 vision,” said Dr. Tsai. “I look forward to leveraging my experience and contributing to the wealth of knowledge within Blueprint as we work to deliver more transformational medicines and impact more patients’ lives.”

In addition, the company announced that George D. Demetri, M.D., FASCO, has retired from the Board of Directors and will be joining its Scientific Advisory Board. Dr. Demetri had served as a member of Blueprint’s board of directors since December 2014.

“George has been an integral member of our Board since the early days of Blueprint and helped to guide the company through significant milestones, including our initial public offering, first clinical programs and several regulatory approvals,” said Ms. Haviland. “We are grateful for his leadership during the company’s most formative stages and that he will continue to support the company’s next phases as part of our Scientific Advisory Board.”

Dr. Tsai joins the Board of Blueprint Medicines with more than 20 years of experience in bringing innovative therapies to market across geographies and therapeutic areas. Most recently, as President, Global Drug Development and Chief Medical Officer at Novartis AG, Dr. Tsai led the company’s development portfolio spanning 160 new projects and 500 clinical trials as well as the team that secured global approvals for 15 new medicines including treatments using gene therapy, cell therapies, and new advanced platforms. Prior to joining Novartis in 2018, Dr. Tsai served as Chief Medical Officer and Senior Vice President of Global Medical Affairs at Amgen Inc. and spent 11 years at Bristol-Myers Squibb Company. During his tenure at Bristol-Myers Squibb, Dr. Tsai held positions of increasing responsibility within the Medical and Drug Development organizations, including Head of Late Phase Development and Oncology Development Leader, Head of Worldwide Medical Affairs, Chief Medical Officer Europe, Head of U.S. Medical, and Vice-President, Cardiovascular and Metabolics Disease Area. Earlier in his career, Dr. Tsai held drug development roles at Pfizer Inc. and manufacturing roles at General Electric Company. Dr. Tsai received a B.S.E.E. in Electrical Engineering from Washington University in St. Louis and an M.D. from University of Louisville School of Medicine.

About Blueprint Medicines

Blueprint Medicines is a global precision therapy company that invents life-changing therapies for people with cancer and blood disorders. Applying an approach that is both precise and agile, we create medicines that selectively target genetic drivers, with the goal of staying one step ahead across stages of disease. Since 2011, we have leveraged our research platform, including expertise in molecular targeting and world-class drug design capabilities, to rapidly and reproducibly translate science into a broad pipeline of precision therapies. Today, we are delivering approved medicines directly to patients in the United States and Europe, and we are globally advancing multiple programs for systemic mastocytosis, lung cancer and other genomically defined cancers, and cancer immunotherapy. For more information, visit www.BlueprintMedicines.com and follow us on Twitter (@BlueprintMeds) and LinkedIn.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding Blueprint Medicines' strategy, goals and anticipated milestones, business plans and focus. The words "aim," "may," "will," "could," "would," "should," "expect," "plan," "anticipate," "intend," "believe," "estimate," "predict," "project," "potential," "continue," "target" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this report are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this report, including, without limitation, risks and uncertainties related to the impact of the COVID-19 pandemic to Blueprint Medicines' business, operations, strategy, goals and anticipated milestones, including Blueprint Medicines' ongoing and planned research and discovery activities, ability to conduct ongoing and planned clinical trials, clinical supply of current or future drug candidates, commercial supply of current or future approved products, and launching, marketing and selling current or future approved products; Blueprint Medicines' ability and plans in continuing to establish and expand a commercial infrastructure, and successfully launching, marketing and selling current or future approved products; Blueprint Medicines' ability to successfully expand the approved indications for AYVAKIT/AYVAKYT and GAVRETO or obtain marketing approval for AYVAKIT/AYVAKYT in additional geographies in the future; the delay of any current or planned clinical trials or the development of Blueprint Medicines' current or future drug candidates; Blueprint Medicines' advancement of multiple early-stage efforts; Blueprint Medicines' ability to successfully demonstrate the safety and efficacy of its drug candidates and gain approval of its drug candidates on a timely basis, if at all; the preclinical and clinical results for Blueprint Medicines' drug candidates, which may not support further development of such drug candidates either as monotherapies or in combination with other agents or may impact the anticipated timing of data or regulatory submissions; the timing of the initiation of clinical trials and trial cohorts at clinical trial sites and patient enrollment rates; actions of regulatory agencies, which may affect the initiation, timing and progress of clinical trials; Blueprint Medicines' ability to obtain, maintain and enforce patent and other intellectual property protection for AYVAKIT/AYVAKYT, GAVRETO or any drug candidates it is developing; Blueprint Medicines' ability to develop and commercialize companion diagnostic tests for AYVAKIT/AYVAKYT, GAVRETO or any of its current and future drug candidates; Blueprint Medicines' ability to successfully expand its operations, research platform and portfolio of therapeutic candidates, and the timing and costs thereof; Blueprint Medicines' ability to realize the anticipated benefits of its executive leadership transition plan; and the success of Blueprint Medicines' current and future collaborations, financing arrangements, partnerships or licensing arrangements. These and other risks and uncertainties are described in greater detail in the section entitled "Risk Factors" in Blueprint Medicines' filings with the Securities and Exchange Commission (SEC), including Blueprint Medicines' most recent Annual Report on Form 10-K, as supplemented by its most recent Quarterly Report on Form 10-Q and any other filings that Blueprint Medicines has made or may make with the SEC in the future. Any forward-looking statements contained in this report represent Blueprint Medicines' views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date. Except as required by law, Blueprint Medicines explicitly disclaims any obligation to update any forward-looking statements.

Trademarks

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