

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): March 25, 2024

Rocket Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36829
(Commission File Number)

04-3475813
(IRS Employer Identification No.)

9 Cedarbrook Drive, Cranbury, NJ
(Address of principal executive offices)

08512
(Zip Code)

Registrant's telephone number, including area code: (646) 440-9100

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 (see General Instruction A.2):

- 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 Symbol(s)	Name of each exchange on which registered
Common stock, \$0.01 par value	RCKT	The Nasdaq Global 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 March 25, 2024, Aaron Ondrey was appointed by Rocket Pharmaceuticals, Inc. (the “Company”) as the Company’s Chief Financial Officer and Principal Financial Officer.

Mr. Ondrey, age 48, most recently served as the Chief Financial Officer and principal and financial accounting officer of Mirati Therapeutics, Inc. (“Mirati”), a publicly traded commercial-stage oncology company (acquired by Bristol-Myers Squibb Company in January 2024), a position he held from November 2023 through January 2024, after previously serving as Interim Chief Financial Officer from August 2023 through November 2023. Mr. Ondrey had previously served as the Senior Vice President, Financial Planning and Analysis for Mirati since July 2022. Prior to his time at Mirati, Mr. Ondrey served as Vice President, Finance of Arena Pharmaceuticals, Inc., a publicly traded biotechnology company (acquired by Pfizer Inc. in March 2022) from January 2020 until July 2022. From December 2018 to January 2020, Mr. Ondrey served as Head of Global Commercial Finance at Alexion Pharmaceuticals, Inc., a publicly traded biotechnology company (acquired by AstraZeneca in July 2021). From March 2010 to November 2018, Mr. Ondrey served in various finance roles of increasing responsibility, most recently as Executive Director, Commercial Finance and Business Planning, at Regeneron Pharmaceuticals, Inc., a publicly traded biotechnology company. Mr. Ondrey received his Bachelor of Science in Business Administration and Finance from Case Western Reserve University.

On March 25, 2024, the Company and Mr. Ondrey entered into an executive employment agreement (the “Executive Employment Agreement”) with an unspecified term, pursuant to which he is initially entitled to receive an annual base salary of \$485,000 and a target annual bonus of 45% of such salary. In connection with the appointment, the Company will grant Mr. Ondrey new hire equity compensation equal to approximately \$2,500,000, one-half of which will be in the form of options (the “Options”) to purchase shares of Company’s common stock, par value \$0.01 per share, and one-half of which will be in the form of restricted stock units (“RSUs”). One-third of the RSUs and Options will vest on the first anniversary of the grant, and the remaining two-thirds will vest in eight quarterly increments over the following two years, subject to Mr. Ondrey’s continued employment with the Company. The Executive Employment Agreement provides for a severance payment of nine months of annual base salary and nine months of Company-paid COBRA benefits upon certain qualifying terminations of employment and Mr. Ondrey’s execution of an irrevocable release of claims in favor of the Company. In connection with a qualifying termination within 12 months following a Change in Control (as defined in the Executive Employment Agreement), Mr. Ondrey would be entitled to a lump sum payment equal to twelve months of annual base salary, a lump sum amount equal to any annual bonus to which Mr. Ondrey would have been entitled for the year in which termination occurs, and, if timely elected, 12 months of Company-paid COBRA benefits.

Mr. Ondrey has not entered into any transactions with the Company that are required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Ondrey has no family relationship with any of the executive officers or directors of the Company. There were neither any arrangements nor any understandings between Mr. Ondrey and any other person pursuant to which he was to be appointed as an officer of the Company.

The foregoing description of Mr. Ondrey’s Executive Employment Agreement is only a summary and is qualified in its entirety by reference to the full text of the agreement, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024.

On March 26, 2024, the Company issued a press release announcing the appointment of Mr. Ondrey as Chief Financial Officer. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibits.

[99.1](#) Press Release of Rocket Pharmaceuticals, Inc. dated March 26, 2024.

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.

Rocket Pharmaceuticals, Inc.

Date: March 29, 2024

By: /s/ Martin Wilson

Martin Wilson

General Counsel and Chief Corporate Officer, SVP



Rocket Pharmaceuticals Announces Appointment of Aaron Ondrey as Chief Financial Officer and Additional Updates to Corporate Leadership Team

Aaron Ondrey joins as Chief Financial Officer bringing seasoned leadership experience in financial management, strategic planning, commercial finance, and capital allocation

Additional key appointments within existing corporate leadership team expand capabilities and expertise spanning early discovery through commercialization

CRANBURY, N.J. – Mar. 26, 2024 – Rocket Pharmaceuticals, Inc. (NASDAQ: RCKT), a fully integrated, late-stage biotechnology company advancing a sustainable pipeline of genetic therapies for rare disorders with high unmet need, today announced the appointment of Aaron Ondrey, as Chief Financial Officer, and the further evolution of its corporate leadership team through key appointments with existing team members. These leadership announcements build on and expand Rocket's preparedness for its planned transition to commercial stage and continued development of its pipeline.

Aaron Ondrey joins Rocket as Chief Financial Officer, bringing more than 20 years of experience in financial management, strategic planning, commercial finance, capital allocation and mergers and acquisitions having held multiple finance leadership positions across the pharma and biotech industry. Mr. Ondrey most recently served as CFO of Mirati Therapeutics through the launch of KRAZATI[®] and the company's acquisition by Bristol Myers Squibb in January 2024. He brings invaluable expertise to support Rocket's commercial transition and growth trajectory, notably strong financial acumen and exceptional operational management capabilities. Prior to Mirati, Mr. Ondrey also held senior leadership positions at Arena Pharmaceuticals, Alexion Pharmaceuticals, and Regeneron Pharmaceuticals.

The key appointments within Rocket's existing corporate leadership team are as follows:

- **Kinnari Patel, Pharm.D., MBA**, has been appointed President, Head of R&D and Chief Operating Officer. Dr. Patel will be focused on R&D with oversight spanning research through late-stage development and manufacturing. In addition, she will continue in her capacity as COO, driving company operations aimed toward advancing the company's key strategic priorities.
 - **Jonathan Schwartz, M.D.**, has been appointed Chief Medical & Gene Therapy Officer, with his remit spanning Research and Discovery as well as Clinical Development. Dr. Schwartz will bring deep and seasoned scientific and clinical thought leadership instrumental in continuing to develop and advance Rocket's current and future pipeline.
 - **Mark White, MB.ChB**, has been appointed General Manager, Commercial Affairs, leading the Medical Affairs, Marketing, Commercial Operations, and Value & Access functions. Dr. White's extensive drug development and franchise leadership experience, combined with the benefit of bringing these functions together under his leadership, best positions Rocket for long-term success with highly complex therapies aimed at rare diseases.
 - **Martin Wilson, J.D.**, has been appointed General Counsel & Chief Corporate Officer, and will lead Legal, Compliance, and Corporate Development. This evolution creates a newly integrated team aimed at advancing Rocket's corporate strategy, led by Mr. Wilson's strong legal and strategic acumen and experience.
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“Today’s leadership announcements underscore Rocket’s preparedness as we transform from a clinical organization to a commercial stage gene therapy company, notably by expanding our financial expertise with the addition of seasoned finance leader, Aaron Ondrey as our Chief Financial Officer,” said Gaurav Shah, M.D., Chief Executive Officer, Rocket Pharma. “We are leveraging our team’s deep talent and experience to optimally position Rocket for operational and commercial excellence and look forward to continuing our strong momentum as we advance our leading pipeline for patients living with rare cardiovascular and hematologic diseases.”

About Rocket Pharmaceuticals, Inc.

Rocket Pharmaceuticals, Inc. (NASDAQ: RCKT) is a fully integrated, late-stage biotechnology company advancing a sustainable pipeline of investigational genetic therapies designed to correct the root cause of complex and rare disorders. Rocket’s innovative multi-platform approach allows us to design the optimal gene therapy for each indication, creating potentially transformative options that enable people living with devastating rare diseases to experience long and full lives.

Rocket’s lentiviral (LV) vector-based gene therapies target hematologic diseases and consist of late-stage programs for Fanconi Anemia, a difficult to treat genetic disease that leads to bone marrow failure and potentially cancer, Leukocyte Adhesion Deficiency-I (LAD-I), a severe pediatric genetic disorder that causes recurrent and life-threatening infections which are frequently fatal, and Pyruvate Kinase Deficiency (PKD), a monogenic red blood cell disorder resulting in increased red cell destruction and mild to life-threatening anemia.

Our adeno-associated virus (AAV)-based cardiovascular portfolio includes a late-stage program for Danon Disease, a devastating heart failure condition resulting in thickening of the heart, an early-stage program in clinical trials for PKP2-arrhythmogenic cardiomyopathy (ACM), a life-threatening heart failure disease causing ventricular arrhythmias and sudden cardiac death, and a pre-clinical program targeting BAG3-associated dilated cardiomyopathy (DCM), a heart failure condition that causes enlarged ventricles.

For more information about Rocket, please visit www.rocketpharma.com and follow us on [LinkedIn](#), [YouTube](#) and [X](#).



Rocket Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements concerning Rocket's future expectations, plans and prospects that involve risks and uncertainties, as well as assumptions that, if they do not materialize or prove incorrect, could cause our results to differ materially from those expressed or implied by such forward-looking statements. We make such forward-looking statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 and other federal securities laws. All statements other than statements of historical facts contained in this release are forward-looking statements. You should not place reliance on these forward-looking statements, which often include words such as "believe," "expect," "anticipate," "intend," "plan," "will give," "estimate," "seek," "will," "may," "suggest" or similar terms, variations of such terms or the negative of those terms. These forward-looking statements include, but are not limited to, statements concerning Rocket's expectations regarding the safety and effectiveness of product candidates that Rocket is developing to treat Fanconi Anemia (FA), Leukocyte Adhesion Deficiency-I (LAD-I), Pyruvate Kinase Deficiency (PKD), Danon Disease (DD) and other diseases, the expected timing and data readouts of Rocket's ongoing and planned clinical trials, the expected timing and outcome of Rocket's regulatory interactions and planned submissions, Rocket's plans for the advancement of its DD program, including its planned pivotal trial, and the safety, effectiveness and timing of related pre-clinical studies and clinical trials, Rocket's ability to establish key collaborations and vendor relationships for its product candidates, Rocket's ability to develop sales and marketing capabilities or enter into agreements with third parties to sell and market its product candidates and Rocket's ability to expand its pipeline to target additional indications that are compatible with its gene therapy technologies. Although Rocket believes that the expectations reflected in the forward-looking statements are reasonable, Rocket cannot guarantee such outcomes. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including, without limitation, Rocket's dependence on third parties for development, manufacture, marketing, sales and distribution of product candidates, the outcome of litigation, unexpected expenditures, Rocket's competitors' activities, including decisions as to the timing of competing product launches, pricing and discounting, Rocket's ability to develop, acquire and advance product candidates into, enroll a sufficient number of patients into, and successfully complete, clinical studies, Rocket's ability to acquire additional businesses, form strategic alliances or create joint ventures and its ability to realize the benefit of such acquisitions, alliances or joint ventures, Rocket's ability to obtain and enforce patents to protect its product candidates, and its ability to successfully defend against unforeseen third-party infringement claims, as well as those risks more fully discussed in the section entitled "Risk Factors" in Rocket's Annual Report on Form 10-K for the year ended December 31, 2023, filed February 27, 2024 with the SEC and subsequent filings with the SEC including our Quarterly Reports on Form 10-Q. Accordingly, you should not place undue reliance on these forward-looking statements. All such statements speak only as of the date made, and Rocket undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

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