

**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): **May 30, 2023**

COMPASS PATHWAYS PLC

(Exact Name of Registrant as Specified in Its Charter)

England and Wales
(State or other Jurisdiction of Incorporation)

001-39522
(Commission
File Number)

Not applicable
(I.R.S. Employer
Identification No.)

**33 Broadwick Street
London W1F 0DQ
United Kingdom**
(Address of Principal Executive Offices; Zip Code)

+1 (716) 676-6461
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Depositary Shares, each representing one ordinary share, nominal value £0.008 per share	CMPS	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 May 30, 2023, COMPASS Pathways plc (the "Company") and its co-founder and Chief Innovation Officer, Dr Ekaterina Malievskaia, mutually agreed that Dr. Malievskaia will step down from her executive role and that her employment agreement will terminate effective June 16, 2023 without the need for notice or payment in lieu of notice.

Dr. Malievskaia will continue to serve as a member of the Company's Board of Directors. She will transition from an executive director to a non-executive director and will continue to be designated as a Class I director, with a term expiring at the Company's 2024 annual meeting of shareholders and until her successor is duly elected and qualified, or, if sooner, until her earlier death, resignation or removal. She will also continue to serve on the Innovation and Research Committee of the Board of Directors. Upon transition to a non-executive director position following termination of her employment, Dr. Malievskaia will be compensated pursuant to the Company's Directors' Remuneration Policy for Non-Executive Directors, as amended, which provides for, among other things, (i) an annual cash retainer of \$40,000 for each non-executive director (other than the board chair), (ii) an additional annual cash retainer of \$6,000 for each member of the Innovation and Research Committee (other than the committee chair), and (iii) annual equity awards of 26,000 options for each non-executive director (other than the board chair).

Item 7.01 Regulation FD Disclosure.

On May 31, 2023, the Company issued a press release relating to the matters described above. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information contained in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

Exhibit No.	Description
99.1	Press Release issued by COMPASS Pathways plc on May 31, 2023
104	Cover page interactive data file (embedded within Inline XBRL document)

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.

COMPASS PATHWAYS PLC

Date: May 31, 2023

By: /s/ Matthew Owens
Matthew Owens
Chief Legal Officer and General Counsel

COMPASS Pathways' Co-Founder Ekaterina Malievskaia to Step Down as Chief Innovation Officer

She will remain a member of the COMPASS Pathways Board of Directors

London, May 31, 2023 – COMPASS Pathways plc (Nasdaq: CMPS) (“COMPASS”), a mental health care company dedicated to accelerating patient access to evidence-based innovation, today announced that Co-founder and Chief Innovation Officer Dr. Ekaterina Malievskaia will step down from her executive role effective June 16, 2023. She will remain a member of the COMPASS Pathways Board of Directors, while her executive responsibilities will be carried forward by the existing executive team.

Together with George Goldsmith and Lars Wilde, Katya co-founded COMPASS Pathways in 2017, determined to bring much needed innovation to the field of mental health care. She helped oversee the growth of COMPASS and provided critical executive leadership to the company both before and after its initial public offering in 2020. During her tenure, she oversaw the development and execution of the groundbreaking phase 2b trial of COMP360 psilocybin for patients with treatment-resistant depression, started and helped build critical functions such as R&D, Digital Health, AI and Machine Learning, and Clinical Care Innovation. She also developed the company’s psychological support model and built its network of trained therapists.

Kabir Nath, CEO, COMPASS Pathways said, “Katya leaves an indelible mark on the company she helped found. COMPASS today reflects both the rigor and precision one would expect from a scientist and the compassion for and commitment to patients that one would expect from a physician. Her influence extends well beyond our company to the fields of psychedelic medicine and mental healthcare. We are closer to meaningful breakthroughs in care for patients thanks to her dedication, hard work and leadership. We are pleased that we will continue to benefit from her experience and insights as she remains on the board.”

Dr. Ekaterina Malievskaia said, “I am grateful for the opportunity I had to co-found COMPASS Pathways, and to work alongside such talented and dedicated people. We had a steep learning curve, building the company from a tiny start up, through our initial public offering, and now to our phase 3 program. I am excited to take this experience forward into new opportunities in philanthropy and business to help change patients’ experience with mental health care and address significant unmet need. Onward!”

-Ends-

About COMPASS Pathways

COMPASS Pathways plc (Nasdaq: CMPS) is dedicated to accelerating patient access to evidence-based innovation in mental health. Our focus is on improving the lives of those who are suffering with mental health challenges and who are not helped by current treatments. We are pioneering the development of a new model of psilocybin therapy, in which our proprietary formulation of synthetic psilocybin, COMP360, is administered in conjunction with psychological support. COMP360 has been designated a Breakthrough Therapy by the U.S. Food and Drug Administration (FDA) and has received Innovative Licensing and Access Pathway (ILAP) designation in the UK for treatment-resistant depression (TRD). We have commenced a phase 3 clinical program of COMP 360 psilocybin therapy in TRD, the largest randomized, controlled, double-blind psilocybin therapy clinical program ever conducted. Previously, we completed a phase 2b study with top line data showing a statistically significant ($p < 0.001$) and clinically relevant improvement in depressive symptom severity after three weeks for patients who received a single high dose of COMP360 psilocybin with psychological support. We are also conducting phase 2 clinical studies of COMP360 psilocybin therapy for post-traumatic stress disorder (PTSD) and anorexia nervosa. COMPASS is headquartered in London, UK, with offices in New York and San Francisco in the United States. Our vision is a world of mental wellbeing.

Availability of other information about COMPASS Pathways

Investors and others should note that we communicate with our investors and the public using our website (www.compasspathways.com), our investor relations website (ir.compasspathways.com), and on social media (LinkedIn), including but not limited to investor presentations and investor fact sheets, US Securities and Exchange Commission filings, press releases, public conference calls and webcasts. The information that we post on these channels and websites could be deemed to be material information. As a result, we encourage investors, the media, and others interested in us to review the information that is posted on these channels, including the investor relations website, on a regular basis. This list of channels may be updated from time to time on our investor relations website and may include additional social media channels. The contents of our website or these channels, or any other website that may be accessed from our website or these channels, shall not be deemed incorporated by reference in any filing under the Securities Act of 1933.

Forward-looking statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. In some cases, forward-looking statements can be identified by terminology such as “may”, “will”, “could”, “would”, “expect”, “intend”, “plan”, “anticipate”, “believe”, “potential” and “continue” and “ongoing,” or the negative of these terms or other comparable terminology, although not all forward-looking statements contain these words. Forward-looking statements include express or implied statements relating to, among other things, COMPASS’s business strategy and goals, including its ability to obtain regulatory approval of its investigational COMP360 psilocybin therapy or any future product candidates, and to launch and commercialise products, and its expectations regarding this executive transition. The forward-looking statements in this press release are neither promises nor guarantees, and you should not place undue reliance on these forward-looking statements because they involve known and unknown risks, uncertainties, and other factors, many of which are beyond COMPASS’s control and which could cause actual results, levels of activity, performance or achievements to differ materially from those expressed or implied by these forward-looking statements.

These risks, uncertainties, and other factors include, among others: clinical development is lengthy and outcomes are uncertain, and therefore our clinical trials may be delayed or terminated; our efforts to obtain marketing approval from the applicable regulatory authorities in any jurisdiction for COMP360 or any of future product candidates may be unsuccessful and those risks and uncertainties described under the heading “Risk Factors” in COMPASS’s most recent annual report on Form 10-K or quarterly report on Form 10-Q and in other reports we have filed with the U.S. Securities and Exchange Commission (“SEC”), which are available on the SEC’s website at www.sec.gov. Except as required by law, COMPASS disclaims any intention or responsibility for updating or revising any forward-looking statements contained in this press release in the event of new information, future developments or otherwise. These forward-looking statements are based on COMPASS’s current expectations and speak only as of the date hereof.

Enquiries

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