

**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): July 22, 2025**

**Biomea Fusion, Inc.**  
(Exact name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40335**  
(Commission  
File Number)

**82-2520134**  
(IRS Employer  
Identification No.)

**1599 Industrial Road, San Carlos, CA**  
(Address of Principal Executive Offices)

**94070**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (650) 980-9099**

**900 Middlefield Road, 4th Floor Redwood City, CA 94063**  
(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
Common Stock, \$0.0001 par value	BMEA	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.**

*Resignation of Bihua Chen, as a Class I Director*

On July 22, 2025, Bihua Chen informed the Board of Directors (the “Board”) of Biomea Fusion, Inc. (the “Company”) that she is resigning as a member of the Board and as chairperson of the Compensation Committee of the Board and member of the Nominating and Corporate Governance Committee of the Board, effective immediately. Ms. Chen’s resignation is not the result of any dispute or disagreement with the Company.

*Appointment of Julianne Averill as a Class III Director*

On July 22, 2025, the Board, upon the recommendation of its Nominating and Corporate Governance Committee, appointed Julianne Averill as a member of the Board, effective as of July 22, 2025. The Board determined that Ms. Averill is independent under Nasdaq Listing Rule 5605(a)(2) and the Company’s corporate governance guidelines. Ms. Averill will serve as a Class III director with an initial term expiring at the Company’s 2027 annual meeting of stockholders. In connection with Ms. Averill’s appointment as a member of the Board, the Board also appointed her as a member of the Audit Committee of the Board.

As a non-employee director, Ms. Averill will receive cash compensation and equity awards for her Board service in accordance with the Company’s non-employee director compensation policy. In connection with her appointment, Ms. Averill received an option under the Company’s 2021 Equity Incentive Plan to purchase that number of shares of the Company’s common stock on July 22, 2025, the effective date of Ms. Averill’s appointment, with a Black-Scholes grant value of \$360,000 (the “Initial Grant”). The Initial Grant will vest as to 1/36th of the underlying shares on a monthly basis over three years, subject to Ms. Averill’s continued service through each applicable vesting date.

There have not been any transactions since the beginning of the Company’s last fiscal year, nor are there any proposed transactions, in which the Company was or is to be a participant involving amounts exceeding \$120,000 and in which Ms. Averill had or will have a direct or indirect material interest. There are no arrangements or understandings between Ms. Averill and the Company or any other persons pursuant to which Ms. Averill was appointed as a director of the Company. In addition, Ms. Averill will enter into an indemnification agreement with the Company consistent with the form of indemnification agreement entered into between the Company and its existing non-employee directors.

The Company issued a press release on July 24, 2025 announcing the appointment of Ms. Averill to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release issued by Biomea Fusion, Inc. on July 24, 2025.</a>
104	Cover page interactive data file (embedded within the 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 thereunto duly authorized.

**BIOMEA FUSION, INC.**

Date: July 24, 2025

By: \_\_\_\_\_ /s/ Michael J.M. Hitchcock, Ph.D.

**Michael J.M. Hitchcock, Ph.D.**  
**Interim Chief Executive Officer**



### **Biomea Fusion Appoints Julianne Averill to its Board of Directors**

SAN CARLOS, Calif., July 24, 2025 (GLOBE NEWSWIRE) — Biomea Fusion, Inc. (“Biomea,” “Biomea Fusion” or the “Company”) (Nasdaq: BMEA), a clinical-stage diabetes and obesity medicines company, today announced the appointment of Julianne Averill to its Board of Directors (the “Board”), effective July 22, 2025. Ms. Averill has also been appointed to serve as a member of the Audit Committee. She succeeds Bihua Chen, who has stepped down from the Board after more than four years of dedicated service.

“Julianne is an accomplished leader whose extensive financial, operational, and strategic expertise in the life sciences and digital health industries will be a tremendous asset to Biomea. Her proven track record in capital markets, governance, and healthcare innovation aligns with our mission to transform diabetes and obesity care. We look forward to Julianne’s contributions as we advance our programs and prepare for future growth,” said Mick Hitchcock, Interim Chief Executive Officer and member of the Board. “On behalf of the entire team and our Board, I would like to thank Bihua Chen for her many years of continued commitment to Biomea, her professional and expert guidance, and her ongoing support.”

Ms. Averill is a seasoned finance and strategy executive with over two decades of experience in high-growth life sciences and digital health companies across private, public, and global markets. She currently serves as Managing Director at Danforth Advisors, where she drives business growth on the West Coast and serves as interim Chief Financial Officer and strategic advisor to late-stage biopharma organizations. Her expertise spans capital markets, M&A, organizational design and operational scale, with direct involvement in transactions and strategic initiatives exceeding \$10 billion in aggregate value.

Ms. Averill earned her B.S. in Business Administration and an M.S. in Accountancy, both from California State University. She is also a licensed CPA in California, is a Society of Human Resources Certified Professional, and holds the National Association of Corporate Directors Directorship Certification.

#### **About Biomea Fusion**

Biomea Fusion is a clinical-stage diabetes and obesity medicines company focused on the development of its oral small molecules, icovamenib and BMF-650, both being developed to significantly improve the lives of patients with diabetes, obesity, and metabolic diseases. We aim to cure. Visit us at [www.biomeafusion.com](http://www.biomeafusion.com) and follow us on [LinkedIn](#), [X](#) and [Facebook](#).

#### **Contact:**

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