

**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): September 20, 2024

**Mural Oncology plc**  
(Exact name of Registrant as Specified in Its Charter)

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

**001-41837**  
(Commission File Number)

**98-1748617**  
(IRS Employer  
Identification No.)

**10 Earlsfort Terrace**  
**Dublin 2, D02 T380, Ireland**  
(Address of Principal Executive Offices)

**Not Applicable**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: +353-1-905-8020**

**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 Instructions A.2. below):

- 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>
Ordinary Shares, nominal value \$0.01	MURA	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 September 20, 2024, the Board of Directors (the “Board”) of Mural Oncology plc (the “Company”), upon recommendation from the Nominating and Corporate Governance Committee of the Board, appointed Sachiyo Minegishi as a director in accordance with the Company’s articles of association to serve on the Board with an initial term expiring at the Company’s 2025 annual general meeting. Ms. Minegishi has also been appointed as the Chair of the Audit Committee of the Board and a member of the Nominating and Corporate Governance Committee of the Board. The Board has determined that Ms. Minegishi is an “independent” director under the Nasdaq Stock Market rules.

Ms. Minegishi is entitled to receive compensation under the Company’s non-employee director compensation program. In accordance with this program, upon her appointment to the Board, Ms. Minegishi received, under the Company’s 2023 Stock Option and Incentive Plan, an option to purchase 15,335 ordinary shares, at an exercise price equal to \$3.38 per share, the closing price of the Company’s ordinary shares on the date of appointment, which option will vest and become exercisable in equal quarterly installments over three years from the date of appointment, subject to Ms. Minegishi’s continued service. In the event of a change in control of the Company, the vesting schedule of the option will accelerate in full. In addition, Ms. Minegishi will receive annual cash compensation of \$40,000 as a member of the Board, additional cash compensation for committee service, annual equity grants in accordance with the non-employee director compensation program and reimbursement for reasonable travel and out-of-pocket expenses incurred in connection with attending Board meetings.

There are no arrangements or understandings between Ms. Minegishi and any other persons pursuant to which she was appointed as a director. Ms. Minegishi does not have any family relationships with any of the Company’s directors or executive officers. There are no transactions and no proposed transactions between Ms. Minegishi and the Company that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Ms. Minegishi will enter into indemnification agreements with the Company and Mural Oncology, Inc., the Company’s wholly owned subsidiary. The Company’s form of deed of indemnification and form of indemnification agreement with Mural Oncology, Inc. were filed as Exhibit 10.5 and Exhibit 10.6, respectively, to the Company’s Registration Statement on Form 10 filed with the U.S. Securities and Exchange Commission on October 10, 2023.

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**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.

**Mural Oncology plc**

Dated: September 23, 2024

By: /s/ Maiken Keson-Brookes

Name: Maiken Keson-Brookes

Title: Chief Legal Officer

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