

**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) January 31, 2020

**YIELD10 BIOSCIENCE, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

(State or Other Jurisdiction of Incorporation)

**001-33133**

(Commission File Number)

**04-3158289**

(IRS Employer Identification No.)

**19 Presidential Way, Woburn, Massachusetts**

(Address of Principal Executive Offices)

**01801**

(Zip Code)

**(617) 583-1700**

(Registrant's Telephone Number, Including Area Code)

(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. 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:

**Title of each class**

Common Stock

**Trading Symbol(s)**

YTEN

**Name of each exchange on which registered**

The Nasdaq Capital 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.

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

On February 11, 2020, the Board of Directors (the “Board”) of Yield10 Bioscience, Inc. (the “Company”) appointed Sherri M. Brown, Ph.D., effective immediately, as a member of the Board, to serve as a Class I Director with a term expiring at the Company’s 2022 annual meeting of stockholders. In connection with her appointment, Dr. Brown was appointed to serve as chair of a newly formed Technology Committee of the Board.

Dr. Brown has been Managing Director at the Yield Lab since 2017. Prior to joining the Yield Lab, Dr. Brown held various positions at Monsanto Company, beginning as a postdoctoral fellow in 1988 and serving most recently as Vice President of Global Commercial Technology and Product Development from 2008 to 2014 and Vice President of Science Strategy from 2014 to 2017. Dr. Brown has served on the boards of organizations such as the NSF Center for Mechanobiology and as the executive chair of the National STEM Food and Agriculture Council. She has authored numerous publications and filed over a dozen patent applications related to plant biology and DNA. Dr. Brown holds a B.S. in biology and chemistry from Hope College and a Ph.D. in genetics, molecular, cellular and developmental biology from Indiana University.

There are no arrangements or understandings between Dr. Brown or any other person pursuant to which she was selected as a member of the Board. The Company is not aware of any transaction in which Dr. Brown has an interest requiring disclosure under Item 404(a) of Regulation S-K.

As a non-employee director, Dr. Brown will be eligible to receive compensation for her service as a member of the Board pursuant to the Company’s policy for compensation of non-employee directors. Pursuant to such policy, in connection with her election to the Board, the Board granted Dr. Brown a stock option to purchase 10,000 shares of the Company’s common stock. The stock option will have an exercise price per share of \$7.96, the closing price of the Company’s common stock on The Nasdaq Capital Market on the date of grant. The stock option will vest in equal quarterly installments over four years, subject to Dr. Brown’s continued service as a director.

Also in connection with Dr. Brown’s election to the Board, Dr. Brown and the Company entered into an indemnification agreement in the form the Company has entered into with its other non-employee directors, which form is filed as Exhibit 10.14 to the Company’s Amendment No. 3 to its Registration Statement on Form S-1 (File No. 333-135760) filed by the Company on October 20, 2006. Under this agreement, the Company will agree, among other things, to indemnify Dr. Brown for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by her in any action or proceeding arising out of her service as one of the Company’s directors.

On February 11, 2020, Peter Kellogg resigned from the Board effective immediately. His resignation was not the result of any disagreement with the Company relating to the Company’s policies or practices.

Effective February 11, 2020, Anthony Sinskey was appointed to serve as a member of the Audit Committee of the Board.

A copy of the press release, dated February 13, 2020, announcing Dr. Brown’s appointment to the Board, is attached as Exhibit 99.1 to this Current Report.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	Press Release, dated February 13, 2020.

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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.

YIELD10 BIOSCIENCE, INC.

Date: February 13, 2020

By: /s/ Oliver P. Peoples

Oliver P. Peoples, Ph.D.

President and Chief Executive Officer



**Yield10 Bioscience Appoints Agriculture Industry Veteran Sherri M. Brown, Ph.D.,  
to Board of Directors**

WOBURN, Mass. – February 13, 2020 – Yield10 Bioscience, Inc. (Nasdaq:YTEN) today announced that Sherri M. Brown, Ph.D. was appointed to the Company’s Board of Directors effective February 11, 2020. In connection with her appointment, Dr. Brown will serve as chair of a newly formed Science and Technology Committee of the Board. Dr. Brown previously served as a Special Commercial and Technical Advisor to the Company.

“We are delighted that Sherri is expanding her role with Yield10 by serving on our Board of Directors,” said Oliver Peoples, Ph.D., president and chief executive officer of Yield10. “Her extensive experience in the agriculture industry including her deep knowledge in plant science, the assessment of yield traits in the field, global business management experience, and knowledge of the commercial landscape will continue to provide our team with invaluable strategic insights and guidance as we build Yield10.”

“Since joining Yield10 as a Commercial and Technical Advisor, I have witnessed significant progression of the Company’s GRAIN technology platform, an exciting new approach for identifying gene targets for novel crop traits,” said Dr. Brown. “The Company is using its Camelina platform to determine field performance for its novel yield traits as a basis for establishing collaborations with leading seed companies to evaluate these traits in major crops. In addition, Yield10 has developed traits to improve the value of Camelina as a crop for producing high value oils for food and feed, and low cost PHA biomaterials for industrial markets. I am excited about the Camelina system and its potential to provide additional opportunities and revenue sources for farmers and I look forward to continuing to work with the Yield10 team and contributing to the Company’s technical and commercial success.”

Since 2017, Dr. Brown has served as the managing director of The Yield Lab, a global agrifood tech accelerator based in St. Louis. She previously served in several leadership positions involving the development and global commercialization of new biotechnology traits for canola, soybean and corn at Monsanto Company for 28 years. She served as Vice President, Science Strategy at Monsanto from 2014 to 2017 and as a member of the Monsanto Leadership Council. Prior to that, she was Vice President, Global Commercial Technology/Product Development from 2008 to 2014 where she was responsible for evaluating and launching the seed and trait pipeline, including eight new biotech traits. In addition, she was Vice President, Technology, Global Corn Business (1999-2004) and Vice President, Technology, Oilseeds Business team (1998-1999). Dr. Brown earned a Ph.D. at Indiana University, Bloomington, IN with a major in Genetics/Molecular, Cellular and Developmental Biology. She earned a B.S. at Hope College, Holland, MI with a double major in Biology and Chemistry.

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The Company also announced today that Peter Kellogg has stepped down from the Board of Directors, effective February 11, 2020. Further, the Company announced that Board member Anthony Sinskey, Ph.D. has been appointed to serve as a member of the Audit Committee of the Board, effective February 11, 2020.

Dr. Peoples commented, "On behalf of the Board and management team, we thank Peter for his support, leadership, valuable insights and many contributions over the past thirteen years and wish him every success in the future."

Mr. Kellogg recently retired as executive vice president and chief corporate strategy officer of Celgene Corporation in conjunction with the acquisition of the company by Bristol-Myers Squibb in 2019.

### **About Yield10 Bioscience**

Yield10 Bioscience, Inc. is an agricultural bioscience company which uses its "Trait Factory" to develop high value seed traits for the agriculture and food industries to achieve step-change improvements in crop yield to enhance global food security and develop specialty crop products. Yield10 has an extensive track record of innovation based around optimizing the flow of carbon in living systems. The "Trait Factory" has two components: the "GRAIN" computational modeling platform, which is used to identify specific gene changes designed to improve crop performance, and the deployment of those changes into crops using genome-editing or traditional agricultural biotechnology approaches. The purpose of the "Trait Factory" is to engineer precise alterations to gene activity and the flow of carbon in plants to produce higher yields with lower inputs of land, water or fertilizer. Yield10 is advancing several yield traits it has developed in crops such as canola, soybean, and corn. Yield10 is headquartered in Woburn, MA and has an Oilseeds Center of Excellence in Saskatoon, Canada.

For more information about the company, please visit [www.yield10bio.com](http://www.yield10bio.com).

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### **Safe Harbor for Forward-Looking Statements**

This press release contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements in this release do not constitute guarantees of future performance. Investors are cautioned that statements in this press release which are not strictly historical, including, without limitation, expectations regarding the progress of Yield10 Bioscience, Inc., constitute forward-looking statements. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, including the risks and uncertainties detailed in Yield10 Bioscience's filings with the Securities and Exchange Commission. Yield10 assumes no obligation to update any forward-looking information contained in this press release or with respect to the matters described herein.

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