

**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): April 23, 2026

Tectonic Therapeutic, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38537
(Commission
File Number)

81-0710585
(IRS Employer
Identification No.)

**490 Arsenal Way
Suite 200
Watertown, Massachusetts**
(Address of Principal Executive Offices)

02472
(Zip Code)

Registrant's Telephone Number, Including Area Code: (339) 666-3320

(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 per share	TECX	The Nasdaq Stock Market LLC

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 April 23, 2026, the Board of Directors (the “Board”) of Tectonic Therapeutic, Inc. (the “Company”), upon recommendation of the Nominating and Corporate Governance Committee of the Board, appointed Jessica Chutter as a member of the Board and as a member of the Audit Committee of the Board (the “Audit Committee”), effective as of the date of the Company’s 2026 annual stockholder meeting (the “2026 Annual Meeting” and such date, the “Effective Date”), to serve until her successor is duly appointed and qualified, or until her earlier death, resignation or removal. Ms. Chutter will serve as a Class III director whose term will expire at the Company’s 2027 annual stockholder meeting. The Board has determined that Ms. Chutter qualifies as an “independent director” as determined in accordance with Rule 5605(a)(2) of the Nasdaq Rules and listing standards.

There is no arrangement or understanding between Ms. Chutter and any other person pursuant to which she was selected as a director, and there is no family relationship between Ms. Chutter and any of the Company’s other directors or executive officers. Additionally, there are no transactions involving the Company and Ms. Chutter that the Company would be required to report pursuant to Item 404(a) of Regulation S-K.

As a non-employee director of the Company, Ms. Chutter will be eligible, as of the Effective Date, to participate in the Company’s non-employee director compensation policy, as amended from time to time (the “Compensation Policy”). The current Compensation Policy provides for: (a) an annual cash retainer of \$40,000 per year for service on the Board, (b) an additional \$7,500 per year for service on the Audit Committee and (c) a one-time initial equity award of options to purchase 20,400 shares of the Company’s common stock (the “Initial Award”). The Initial Award will be made pursuant to the Company’s 2024 Equity Incentive Plan (the “2024 Plan”). One-third of the Initial Award will vest on the first anniversary of the date of grant, with the remainder vesting in equal monthly installments thereafter until the third anniversary of the date of grant, subject in each instance to her continued Board service.

In addition, on the business day following each annual stockholder meeting of the Company (with the exception of the Company’s 2026 Annual Meeting), and assuming Ms. Chutter continues to serve as a non-employee member of the Board following such stockholder meeting, Ms. Chutter will automatically be granted an option to purchase shares of the Company’s common stock in accordance with the Compensation Policy then in effect, vesting in full on the earlier of the first anniversary of the grant date or the date of the Company’s next following annual stockholder meeting, subject to her continued Board service.

Notwithstanding any vesting schedule, if Ms. Chutter remains in continuous Board service until immediately prior to a “change in control” as defined under the 2024 Plan, all of Ms. Chutter’s then-outstanding equity awards granted in connection with the Compensation Policy shall vest and become exercisable in full immediately prior to the closing of such change in control.

In connection with Ms. Chutter’s election to the Board, the Company and Ms. Chutter entered into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.2 to the Company’s Current Report on Form 8-K (File No. 001-38537), filed with the SEC on June 20, 2024.

Item 7.01 Regulation FD Disclosure.

On April 23, 2026, the Company issued a press release announcing the appointment of Ms. Chutter to the Board and to her role as a member of the Audit Committee. A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information under Item 7.01 in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for 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, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

(d) Exhibits.

- 99.1 [Press Release of Tectonic Therapeutic, Inc. dated April 23, 2026](#)
- 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 hereunto duly authorized.

Tectonic Therapeutic, Inc.

Date: April 23, 2026

By: /s/ Daniel Lochner

Daniel Lochner

Chief Financial Officer

Tectonic Therapeutic Appoints Jessica Chutter to Board of Directors

WATERTOWN, Mass., April 23, 2026 (GLOBE NEWSWIRE) — Tectonic Therapeutic, Inc. (NASDAQ: TECX) (“Tectonic”), a clinical-stage biotechnology company focused on the discovery and development of therapeutic proteins and antibodies that modulate the activity of G-protein coupled receptors (GPCRs), today announced it has appointed Jessica Chutter to its Board of Directors, effective June 8, 2026.

Ms. Chutter brings more than four decades of experience in global healthcare investment banking, with deep expertise advising biotechnology and pharmaceutical companies on strategic positioning, mergers and acquisitions, and capital markets execution. She is widely recognized as a pioneer in investment banking in the biotechnology sector and has served as a trusted advisor to CEOs and boards across the industry.

“We are delighted to welcome Jessica to Tectonic’s Board,” said Dr. Alise Reicin, President and Chief Executive Officer of Tectonic Therapeutic. “Her deep, specialized knowledge in capital markets and strategic transactions will be instrumental as we execute on our priorities and position the company for sustained growth and long-term value creation. We look forward to her contributions as we advance into a multi-product clinical company.”

Ms. Chutter spent her career at Morgan Stanley, where she served as Managing Director from 1998 to February 2026 and helped build its biotechnology investment banking practice. Most recently, she was Vice Chair of Healthcare Investment Banking from 2020 to February 2026 and Chair of Biotechnology Investment Banking from 2010 to February 2026. Earlier in her tenure, she served as Co-Head of Biotechnology Investment Banking and held various roles in healthcare investment banking. Over the course of her career, Ms. Chutter advised biotechnology and pharmaceutical companies on strategic and capital markets initiatives and was involved in approximately \$80 billion in capital raising transactions and \$85 billion in strategic transactions.

“I’m thrilled to join Tectonic’s Board at this stage in the company’s evolution,” said Ms. Chutter. “The team has built a compelling platform and pipeline with two clinical programs targeting three indications and a maturing preclinical portfolio. The combination of strong science, experienced drug developers and differentiated clinical therapies positions Tectonic well for the future. I look forward to supporting the company’s efforts to translate its exciting drug candidates and capabilities into meaningful outcomes for patients and shareholders.”

Ms. Chutter currently serves on the Board of Directors of PTC Therapeutics. She is also on the Board of The Hospital for Sick Children and the Toronto Innovation Acceleration Partners, a not-for-profit organization focused on translating health science research into commercial opportunities. She holds an M.B.A. from Harvard Business School and a Bachelor of Arts in Commerce and Honors Economics from McGill University.

About Tectonic

Tectonic Therapeutic is a clinical-stage biotechnology company focused on the discovery and development of therapeutic proteins and antibodies that modulate the activity of GPCRs. Leveraging its proprietary technology platform called GEODE™ (GPCRs Engineered for Optimal Discovery), Tectonic is focused on developing biologic medicines that overcome the existing challenges of GPCR-targeted drug discovery and harness the human body to modify the course of disease. Tectonic focuses on areas of significant unmet medical need, often where therapeutic options are poor or nonexistent, as these are areas where new medicines have the potential to improve patient quality of life. Tectonic is headquartered in Watertown, Massachusetts. For more information, please visit www.tectonictx.com and follow us on [LinkedIn](#).

Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. All statements in this press release other than statements of historical facts are “forward-looking statements.” These statements may be identified by words such as “aims,” “anticipates,” “believes,” “could,” “estimates,” “expects,” “forecasts,” “goal,” “intends,” “may,” “plans,” “possible,” “potential,” “seeks,” “will” and variations of these words or similar expressions that are intended to identify forward-looking statements, although not all forward-looking statements contain these words. Forward-looking statements in this press release include, but are not limited to, statements regarding: expected changes in the membership of the board of directors and the benefits associated therewith. These forward-looking statements are based on Tectonic’s expectations and assumptions as of the date of this press release. Each of these forward-looking statements involves risks and uncertainties that could cause Tectonic’s actual results to differ from those expressed or implied in the forward-looking statements in this press release. These risks and uncertainties include those that are identified under the heading “Risk Factors” in Tectonic’s annual report on Form 10-K filed with the SEC on February 26, 2026, and in other filings that Tectonic makes and will make with the SEC in the future. Tectonic expressly disclaims any obligation to update any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise, except as otherwise required by law. For more information, please visit www.tectonictx.com and follow us on [LinkedIn](#).

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