

**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): August 28, 2023**

**TANGO THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-39485**  
(Commission  
File Number)

**85-1195036**  
(IRS Employer  
Identification No.)

**201 Brookline Ave., Suite 901**  
**Boston, MA**  
(Address of principal executive offices)

**02215**  
(Zip code)

**Registrant's telephone number, including area code: 857-320-4900**

(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, par value \$0.001 per share	TNGX	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 August 28, 2023, Aaron Davis, a member of the Board of Directors of Tango Therapeutics, Inc. (the “Company”), serving as a Class III director, notified the Company that he is resigning from the Company’s Board of Directors (the “Board”), effective immediately. Mr. Davis has indicated that his departure from the Board was not the result of any disagreement with management or the Board or on any matter relating to the Company’s operations, policies or practices.

Effective August 29, 2023, the Board appointed John Ketchum as a director of the Company to fill the newly created vacancy on the Board resulting from Mr. Davis’s resignation. Mr. Ketchum will serve as a Class III director until his term expires at the 2024 annual meeting of stockholders at which time he will stand for election by the Company’s stockholders. The Board determined that Mr. Ketchum is independent under the listing standards of The Nasdaq Stock Market.

Mr. Ketchum has not been named to any committee of the Board at this time. In accordance with the Company’s compensation program for non-employee directors, Mr. Ketchum will receive an equity award consisting of a stock option to purchase 60,000 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”) at an exercise price of \$7.19 and a restricted stock unit award to acquire 10,000 shares of Common Stock. The: (i) option award will vest in 36 substantially equal monthly installments over three years from the date of grant, provided, however, that all vesting will cease if Mr. Ketchum ceases to serve on the Board and (ii) the RSU award will vest in three equal annual installments over three years from the date of grant; provided, however, that all vesting will cease if Mr. Ketchum ceases to serve on the Board prior to any applicable vesting of the RSU Award. Mr. Ketchum will also receive an annual retainer of \$40,000. The Company expects to enter into an indemnification agreement with Mr. Ketchum in the same form as the indemnification agreements the Company has entered into with its other directors, which form has been filed with the Securities and Exchange Commission (the “SEC”).

Except as set forth above, there are no arrangements or understandings between Mr. Ketchum and any other person pursuant to which Mr. Ketchum was selected as a director of the Company, there are no family relationships between Mr. Ketchum and any of the Company’s other directors or executive officers, and Mr. Ketchum is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K promulgated by the SEC.

**Signature**

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.

TANGO THERAPEUTICS, INC.

Dated: August 30, 2023

By: /s/ Douglas Barry  
Name: Douglas Barry  
Title: General Counsel