
**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 16, 2019

Infinity Pharmaceuticals, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

000-31141
(Commission
File Number)

33-0655706
(IRS Employer
Identification No.)

1100 Massachusetts Avenue, Cambridge, MA
(Address of principal executive offices)

02138
(Zip Code)

Registrant's telephone number, including area code: (617) 453-1000

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 Class	Trading Symbol	Name of Exchange on Which Registered
Common Stock, \$0.001 par value	INFI	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.

(b) On August 16, 2019, Samuel Agresta, M.D., M.P.H., Chief Medical Officer of Infinity Pharmaceuticals, Inc. (the “Company”) and a named executive officer of the Company, notified the Company of his decision to resign effective September 13, 2019. Dr. Agresta confirmed that he is not resigning as a result of any dispute or disagreement with the Company.

(d) On August 20, 2019, our Board of Directors (the “Board”), based on the recommendation of the Nominating and Corporate Governance Committee of our Board, elected Samuel Agresta, M.D., M.P.H., as a director to fill a vacancy on our Board and appointed Dr. Agresta to the Research and Development Committee (the “R&D Committee”). His term will begin on October 16, 2019 (the “Commencement Date”) and will expire at our 2020 annual meeting of stockholders or his earlier death, resignation, or removal.

In accordance with our Company’s director compensation program, Dr. Agresta will receive an annual cash retainer of \$42,000 for service on our Board. Dr. Agresta will also receive a \$7,500 retainer for service as a member of the R&D Committee. These amounts are payable on the Commencement Date and are pro-rated based on the length of his initial term. In addition, under our Company’s director compensation program, Dr. Agresta will receive on the Commencement Date an option to purchase up to 60,000 shares of our common stock at a price equal to the closing price of our common stock on the Nasdaq Global Select Market on the Commencement Date. This option, which will be granted under our 2019 Stock Incentive Plan, will vest and become exercisable over a period of two years in equal quarterly installments beginning at the end of the first quarter after the Commencement Date, provided that Dr. Agresta continues to serve as a director.

(e) In connection with Dr. Agresta’s resignation as Chief Medical Officer, Dr. Agresta has agreed to repay to the Company \$200,000 of the \$800,000 signing bonus that he received upon the commencement of his employment with the Company.

Item 8.01. Other Events.

On August 22, 2019, the Company issued a press release announcing the resignation of Dr. Agresta as Chief Medical Officer of the Company and his election to the Board. The full text of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The information contained on the websites referenced in the press release is not incorporated herein.

Item 9.01. Exhibits and Financial Statements.

Exhibit

<u>No.</u>	<u>Description</u>
99.1	Press release dated August 22, 2019.

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.

INFINITY PHARMACEUTICALS, INC.

Date: August 22, 2019

By: /s/ Seth A. Tasker

Seth A. Tasker
VP, General Counsel

www.infi.com

— **Infinity Pharmaceuticals Announces Transition of Samuel Agresta, M.D., from Chief Medical Officer to Board of Directors** —

CAMBRIDGE, Mass., August 22, 2019 /PRNewswire/ — Infinity Pharmaceuticals, Inc. (NASDAQ: INFI) today announced that Samuel Agresta, M.D., will transition from his role as Chief Medical Officer to Infinity's Board of Directors and Research and Development Committee.

"I joined Infinity due to the incredible potential of IPI-549 and remain convinced of this potential due to our Phase 1 clinical and translational data, both as a monotherapy and in combination with Opdivo[®]," said Dr. Agresta. "These data have enabled the advancement of IPI-549 into a comprehensive Phase 2 program with world class partners which includes a randomized global study in bladder cancer. It has been incredibly rewarding to work with the Infinity team in advancing IPI-549 through its clinical development, though I am now transitioning out of my CMO role to fulfill a career-long commitment to patients with soft tissue and bone sarcoma. My medical training and practice at Moffitt Cancer Center was dedicated to treating these patients, and I am now pursuing an opportunity at a private company focused on improving treatment options for sarcoma patients. I remain deeply committed to Infinity and the success of IPI-549 and will continue to be closely involved in the IPI-549 clinical program as a member of the Board of Directors and the Research and Development Committee."

Adelene Perkins, Chief Executive Officer and Chair of Infinity Pharmaceuticals, commented, "I would like to thank Sam for his significant contributions and ongoing commitment to the development of IPI-549. Sam has been instrumental in moving IPI-549 into several important Phase 2 trials including MARIO-275, our randomized, global study in bladder cancer patients as well as front-line trials in triple combination treatment regimens. We support Sam and wish him well in fulfilling his dream to advance treatment options for sarcoma patients and are delighted to have his continued active engagement with Infinity as a member of our Board of Directors and the Research and Development Committee. We look forward to his continued expertise and guidance in clinical development, along with his unwavering passion for improving treatments for cancer patients."

About Infinity and IPI-549

Infinity is an innovative biopharmaceutical company dedicated to advancing novel medicines for people with cancer. Infinity is advancing IPI-549, a first-in-class, oral immuno-oncology development candidate that selectively inhibits PI3K-gamma, in multiple clinical studies. MARIO-1 is an ongoing Phase 1/1b study evaluating IPI-549 as a monotherapy and in combination with Opdivo (nivolumab) in approximately 225 patients with advanced solid tumors including patients refractory to anti-PD-1 therapy. Infinity has initiated MARIO-275, a global, randomized, combination study of IPI-549 combined with Opdivo in I/O naïve urothelial cancer

patients. MARIO-3 is the first IPI-549 combination study in front-line advanced cancer patients and is evaluating IPI-549 in combination with Tecentriq® and Abraxane® in front-line TNBC and in combination with Tecentriq and Avastin in front-line RCC. MARIO-3 will be initiated in Q3. With the addition of MARIO-275 and MARIO-3 to the ongoing MARIO-1 study, Infinity will be evaluating IPI-549 in the anti-PD-1 refractory, I/O-naïve and front-line settings. For more information on Infinity, please refer to Infinity's website at www.infi.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Such forward-looking statements include those regarding: the therapeutic potential of PI3K-gamma selective inhibition and IPI-549, alone and in combination with other cancer therapies; clinical trial plans and progress; and the company's ability to execute on its strategic plans. Management's expectations and such forward-looking statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from the company's current expectations, including the risks described under the caption "Risk Factors" included in Infinity's annual report and quarterly reports filed with the Securities and Exchange Commission (SEC), and in other filings that Infinity makes with the SEC, available through the company's website at www.infi.com. Any forward-looking statements contained in this press release speak only as of the date hereof, and Infinity expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:

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