

**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):

June 7, 2021

908 Devices Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-39815
(Commission
File Number)

45-4524096
(I.R.S. Employer
Identification No.)

645 Summer Street
Boston, MA 02210
(Address of principal executive offices, including zip code)

(857) 254-1500
(Registrant's telephone number, including area code)

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:

- 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))

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	MASS	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 Principal Officers; Election of Directors; Appointment of Principal Officers.

On June 7, 2021, Marcia Eisenberg was appointed to the Board of Directors (the “Board”) of 908 Devices Inc. (the “Company”) expanding the Board from nine to ten directors. Ms. Eisenberg will serve as a Class III director, with a term expiring at the Company’s annual meeting of stockholders to be held in 2023.

In accordance with the Company’s Non-Employee Director Compensation Policy (the “Policy”), Ms. Eisenberg will receive annual cash compensation of \$37,500 for general availability and participation in meetings and conference calls of the Board, to be paid quarterly in arrears, pro-rated based on the number of actual days served by the director during such calendar quarter. No additional compensation will be paid for attending individual meetings of the Board. In addition, Ms. Eisenberg shall be granted an initial, one-time equity award (the “Initial Award”), representing \$175,000 of value on the grant date, with 50% of the value allocated to Restricted Stock Unit awards (“RSUs”), and 50% of the value allocated to Non-Qualified Stock Option awards (“NQSOs”). The RSUs shall vest annually over three (3) years from the director commencement date, with pro rata vesting upon termination of service for any reason, and the NQSOs shall vest monthly over three (3) years from the director commencement date, provided that such director remains a service provider through the applicable vesting dates. The Initial Awards shall be granted under and subject to terms of the Company’s 2020 Stock Option and Incentive Plan.

Ms. Eisenberg will also be eligible for equity awards on the same terms as other continuing non-employee members of the Board. Currently, the Policy provides that, on or about the date of each annual meeting of stockholders of the Company (the “Annual Meeting”), each continuing non-employee director, other than a director who joined the Board and received an Initial Award within 90 days of such Annual Meeting, will receive an annual equity award (the “Annual Award”), representing \$115,000 of value on the grant date, with 50% of the value allocated to RSUs, and 50% of the value allocated to NQSOs. The RSUs shall vest in full at the one year anniversary of the Annual Meeting, or the day prior to the next Annual Meeting, whichever is first to occur, with pro rata vesting upon termination of service for any reason, and the NQSOs shall vest monthly over one (1) year from the date of the Annual Meeting, provided that such director remains a service provider through the applicable vesting dates. The Annual Awards shall be granted under and subject to terms of the Company’s 2020 Stock Option and Incentive Plan.

All outstanding Initial Awards and Annual Awards held by a non-employee director shall become fully vested and exercisable upon a Sale Event (as defined in the Company’s 2020 Stock Option and Incentive Plan).

Ms. Eisenberg also executed the Company’s standard form of indemnification agreement, a copy of which has been filed as Exhibit 10.3 to the Company’s Registration Statement on Form S-1 (File No. 333-250954) filed with the Securities and Exchange Commission on November 25, 2020.

There are no arrangements or understandings between Ms. Eisenberg and any other persons pursuant to which Ms. Eisenberg was elected as a director. In addition, Ms. Eisenberg is not a party to any transaction, or series of transactions, required to be disclosed pursuant to Item 404(a) of Regulation S-K.

On June 8, 2021, the Company issued a press release announcing the appointment of Ms. Eisenberg as a director. The press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

[99.1](#) [Press Release dated June 8, 2021](#)

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.

908 DEVICES INC.

June 8, 2021

By: /s/ Kevin J. Knopp
Kevin J. Knopp
Chief Executive Officer

908 Devices Appoints Marcia Eisenberg, Ph.D., Chief Scientific Officer, Labcorp Diagnostics, to its Board of Directors

Third Board appointment of 2021 supports long-term vision for the company's technology platform

BOSTON, June 8, 2021 – [908 Devices](#) (NASDAQ: MASS), a pioneer of purpose-built, handheld and desktop mass spectrometry devices for chemical and biomolecular analysis, has appointed Marcia Eisenberg, Ph.D., chief scientific officer, Labcorp Diagnostics, to serve on its Board of Directors effective immediately.

Dr. Eisenberg has extensive experience with forensic DNA testing, biotechnology, molecular genetics and molecular oncology. She has helped lead the development and validation of well over a thousand clinical assays used for patient care during her more than 30-year tenure at Labcorp (NYSE: LH), a global life sciences company. Dr. Eisenberg previously held roles on the National Institute of Environmental Health Sciences and the FBI's National DNA Advisory Board, where she was later recognized for her contributions to the advancement of DNA technology. Earlier this year, Dr. Eisenberg was recognized by the Healthcare Businesswomen's Association (HBA) as a 2021 Luminary.

"I have had the opportunity to know and work with Marcia for well over a decade, and I have always been impressed with her ability to transform science into viable diagnostic assays," said Kevin Hrusovsky, chairman of 908 Devices. "Marcia has a proven track record and a broad range of experience from diagnostics, to drug development, and to forensics. Her unique perspective will be an important addition to our Board. I look forward to collaborating with Marcia as we support 908 Devices in executing on its vision to democratize mass spectrometry."

Dr. Eisenberg's appointment comes on the heels of [two additions to the Board](#) earlier this year: Jeff George and Fenel Eloi.

"908 Devices is guided by an amazing group of Board members with talents spanning technology and applications, finance and operations, and we are fortunate to have such a wealth of experience to draw upon," said Kevin J. Knopp, CEO and co-founder of 908 Devices. "Marcia's appointment supports our efforts of today, but also our long-term, visionary platform aspirations in proteomics and diagnostics. I am very excited that she has joined us on our journey."

To learn more about 908 Devices, please visit 908devices.com.

About 908 Devices

908 Devices (NASDAQ: MASS) is democratizing laboratory mass spectrometry with its simple handheld and desktop devices, addressing critical-to-life applications. The Company's devices are used at the point-of-need to interrogate unknown and invisible materials and provide quick, actionable answers to directly address some of the most critical problems in life sciences research, bioprocessing, pharma / biopharma, forensics, and adjacent markets. The Company is headquartered in the heart of Boston, where it designs and manufactures innovative products that bring together the power of mass spectrometry, microfluidic separations, software automation, and machine learning.

Forward Looking Statements

This press release includes “forward looking statements,” including with respect to the composition of the Company’s Board of Directors. Forward-looking statements involve known and unknown risks, uncertainties and assumptions which may cause actual results to differ materially from any results expressed or implied by any forward-looking statement, including the risks outlined under “Risk Factors” and elsewhere in the Company’s filings with the SEC which are available on the SEC’s website at www.sec.gov. Additional information will be made available in our annual and quarterly reports and other filings that we make from time to time with the SEC. Although the Company believes that the expectations reflected in its forward-looking statements are reasonable, it cannot guarantee future results. The Company has no obligation, and does not undertake any obligation, to update or revise any forward-looking statement made in this press release to reflect changes since the date of this press release, except as may be required by law.

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