

**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): February 2, 2023

Metacrine, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39512
(Commission
File Number)

47-2297384
(IRS Employer
Identification No.)

**4225 Executive Square, Suite 600
San Diego, California**
(Address of principal executive offices)

92037
(Zip Code)

Registrant's telephone number, including area code: (858) 369-7800

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))

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 \$0.0001 per share	MTCR	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.

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

As previously disclosed, on January 24, 2023, the Board of Directors (the “Board”) of Metacrine, Inc. (the “Company”) appointed Michael York, the Company’s Chief Business Officer, to the additional positions of President, Chief Executive Officer and Secretary, and designated Mr. York as the Company’s principal executive officer, in each case effective as of February 1, 2023. Mr. York continues to serve as the Company’s Chief Business Officer, Treasurer, principal financial officer and principal accounting officer.

On February 2, 2023, in connection with Mr. York’s promotion to the positions of President, Chief Executive Officer and Secretary, the Compensation Committee of the Board approved (i) an \$80,000 base salary increase, effective as of February 1, 2023, (ii) a one-time bonus of \$100,000 payable upon the Company’s entry into an asset purchase agreement to sell the assets related to its farnesoid X receptor program, and (iii) a target bonus percentage for fiscal year 2023 of 40%.

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.

Metacrine, Inc.

Date: February 3, 2023

By: /s/ Michael York

Michael York

President and Chief Executive Officer