

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 18, 2023

Aurinia Pharmaceuticals Inc.

(Exact name of registrant as specified in its charter)

Alberta, Canada
(State or Other Jurisdiction of Incorporation)

001-36421
(Commission File No.)

98-1231763
(IRS Employer Identification No.)

#140, 14315 – 118 Avenue
Edmonton, Alberta
T5L 4S6
(250) 744-2487
(Address and telephone number of registrant's principal executive offices)

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 Shares, without par value	AUPH	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 Election of Directors.

New Directors Appointment

On August 21, 2023, Aurinia Pharmaceuticals Inc. (the Company) issued a press release announcing the appointments of Dr. Karen Smith and Jeffrey A. Bailey to the Board of Directors of the Company (the Board) effective August 18, 2023. A copy of the press release announcing the appointments of Dr. Karen Smith and Jeffrey A. Bailey is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The Company has entered into its standard form of indemnification agreement with both Dr. Karen Smith and Jeffrey A. Bailey. The form of indemnification agreement was previously filed as Exhibit 10.1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2022, as filed with the Securities and Exchange Commission on February 28, 2023 and is incorporated by reference herein.

Dr. Karen Smith and Jeffrey A. Bailey were not appointed pursuant to any arrangement or understanding with any other person and there are no family relationships between Dr. Karen Smith or Jeffrey A. Bailey and the other directors or executives of the Company. There are no transactions in which Dr. Karen Smith or Jeffrey A. Bailey have an interest requiring disclosure on the part of the Company under Item 404(a) of Regulation S-K promulgated under the Exchange Act.

As non-employee directors, Dr. Karen Smith and Jeffrey A. Bailey will be entitled to receive annual cash retainers of \$45,000 per year, payable quarterly in arrears, as well as annual equity-based compensation with an aggregate grant date value of \$200,000. In accordance with pre-determined Board compensation policies, Dr. Karen Smith and Jeffrey A. Bailey were each awarded equity-based compensation with an aggregate grant date value of \$340,000 in connection with their appointment to the Board.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Director and Officer Indemnification Agreement (incorporated by reference to Exhibit 10.1 to the Company's Annual Report on Form 10-K (File No. 001-36421) filed with the Commission on February 28, 2023
99.1	Press Release, dated August 21, 2023
104	Cover Page Interactive Data File (the cover page XBRL tags are 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.

Date: August 21, 2023

AURINIA PHARMACEUTICALS INC.

By: /s/ Stephen P. Robertson

Name: Stephen P. Robertson

Title: Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer



Aurinia Appoints Two New Board Directors with Deep Experience in BioPharma Leadership, Commercial Strategy, Mergers and Acquisitions and Advancing Therapeutic Pipelines

Dr. Karen Smith and Jeffrey A. Bailey joined Aurinia's Board of Directors August 18, 2023

Dr. Daniel G. Billen appointed Chair of the Board of Directors

EDMONTON, Alberta—August 21, 2023—Aurinia Pharmaceuticals Inc. (NASDAQ: AUPH) (“Aurinia” or the “Company”) today announced that its Board of Directors has appointed two new directors. Dr. Karen Smith and Jeffrey A. Bailey joined the board of directors of the Company effective August 18, 2023, bringing with them decades of combined leadership experience in the pharmaceutical and biotech industry.

After conducting a broad search for new directors from a diverse and qualified pool of candidates, Dr. Smith and Mr. Bailey rose to the top because their distinguished careers provide highly valuable and relevant experience for Aurinia's Board of Directors. The selection process included working with Korn Ferry, a global organizational talent firm, to identify and screen multiple qualified candidates.

“We are thrilled to have Dr. Smith and Mr. Bailey join Aurinia's Board of Directors. Both Dr. Smith and Mr. Bailey have served on boards that have had successful outcomes, including sales, mergers, and partnerships. Both candidates expressed a clear vision for Aurinia's forward direction, strategy, and governance, if a sale is not the outcome of the ongoing strategic review process. We welcome their fresh perspectives, diverse expertise, and valuable insights to lead Aurinia into the future,” said Dr. Daniel G. Billen, Aurinia's newly appointed Chair of the Board of Directors.

Dr. Karen Smith, MD, PhD, MBA, LLM, is a biotech and pharmaceutical executive, board director and clinical and scientific advisor. In addition to the growth and creation of R&D pipelines, Dr. Smith's successful record of business development includes acquisitions, divestitures, and partnership deals. Over the last 20 years, Dr. Smith has held various President, Chief Executive Officer, and Chief Medical Officer roles. She has built companies from the ground up and is a strong advocate for women in science and diversity in the boardroom. Dr. Smith currently serves on the boards of Sangamo Therapeutics, Talaris Therapeutics, and Capstan Therapeutics. Previously, Dr. Smith served on the boards of Forward Pharma A/S, Sucampo, Acceleron Pharma, and Antares Pharma, all of which were successfully acquired.

Jeffrey A. Bailey has significant pharmaceutical and biotech leadership experience, with expertise in supply chain, commercial, finance, business development, and product development. He has deep experience managing shareholder expectations and company objectives to achieve a successful outcome. Mr. Bailey has held multiple President, Chief Executive Officer, and leadership roles at biotech and pharmaceutical companies where he oversaw improvements in strategic operations and led the organizations through successful acquisitions. Since 2020, Mr. Bailey has served as Chairman of the Board at Tekla Capital Management, a registered investment adviser with four, multi-billion dollar, closed-end funds that predominately invest in the securities of public and private healthcare companies. He has also been Chairman of the Board of Aileron Therapeutics since 2017. Mr. Bailey began his

career in 1984 at the Johnson & Johnson Family of Companies where he earned successive leadership roles over the course of 20 years. He holds a degree in Business Administration from Rutgers University in New Brunswick, NJ.

Dr. Daniel G. Billen has over 40 years of experience in the commercialization of pharmaceutical and biotech products both in Europe and North America. He started with Janssen Pharmaceuticals, first in its Belgian headquarters in cardiovascular global marketing and later launching multiple products in the Canadian market. Dr. Billen joined Amgen as the first General Manager leading their Canadian operations. He moved to Amgen's headquarters in California to lead the U.S. Commercial Operations and later served as Vice President/General Manager of the combined Nephrology and Inflammation business and Vice President of Global Commercial Initiatives with a focus on the evolving U.S. payer landscape. Dr. Billen also had an advisory role to Lumira Ventures, a capital venture company. Dr. Billen received his Ph.D. in chemistry from the University of Louvain in Belgium and has been on Aurinia's board since April 2019.

About Aurinia

Aurinia Pharmaceuticals is a fully integrated biopharmaceutical company focused on delivering therapies to treat targeted patient populations with a high unmet medical need that are impacted by autoimmune, kidney and rare diseases. In January 2021, the Company introduced LUPKYNIS® (voclosporin), the first FDA-approved oral therapy dedicated to the treatment of adult patients with active lupus nephritis. The Company's head office is in Edmonton, Alberta, its U.S. commercial office is in Rockville, Maryland. The Company focuses its development efforts globally.

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