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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): September 12, 2024**

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**Sarepta Therapeutics, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-14895**  
(Commission File Number)

**93-0797222**  
(IRS Employer  
Identification No.)

**215 First Street**  
**Cambridge, Massachusetts**  
(Address of Principal Executive Offices)

**02142**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (617) 274-4000**

(Former Name or Former Address, if Changed Since Last Report)

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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, \$0.0001 par value per share	SRPT	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.

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

On September 12, 2024, the board of directors (the “Board”) of Sarepta Therapeutics, Inc. (the “Company”) appointed Deirdre Connelly as a director of the Company, effective immediately, to serve as a member of Class I until the 2026 annual meeting of stockholders.

In accordance with the Company’s current Non-Employee Director Compensation Policy (the “Policy”), Ms. Connelly received an initial grant targeting \$712,500 in value, which was divided equally into restricted stock units and stock options. The grant date was September 12, 2024 (the “Grant Date”). The restricted stock units and the stock options will vest in three equal annual installments beginning on the 1-year anniversary of the Grant Date, subject to Ms. Connelly’s continued service on the Board.

In addition, consistent with the Policy, Ms. Connelly will receive cash compensation of \$60,000 per year for her service on the Board, payable on a quarterly basis at the beginning of the applicable quarter.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 12, 2024, the Board amended Article III, Section 3.02 of the Company’s Second Amended and Restated Bylaws to increase the maximum number of directors that can serve on the Board from eight (8) to nine (9), effective immediately (the “Amendment”).

The foregoing description of the Amendment is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit Number	Description
3.1	<a href="#">Amendment No. 1 to Second Amended and Restated Bylaws of Sarepta Therapeutics, Inc.</a>
104	The cover page from this Current Report on Form 8-K of Sarepta Therapeutics, Inc., formatted in Inline XBRL and included as Exhibit 101

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**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.

**Sarepta Therapeutics, Inc.**

Date: September 16, 2024

By: /s/ Douglas S. Ingram  
Douglas S. Ingram  
President and Chief Executive Officer

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**AMENDMENT NO. 1 TO  
SECOND AMENDED AND RESTATED BYLAWS OF  
SAREPTA THERAPEUTICS, INC.  
(a Delaware corporation)**

Effective as of September 12, 2024, the Second Amended and Restated Bylaws (the “Bylaws”) of Sarepta Therapeutics, Inc., a Delaware corporation, are hereby amended by replacing the text of Article III, Section 3.02 with the following:

“The authorized number of directors shall be determined from time to time by resolution of the Board, provided the Board shall consist of a minimum of one (1) and a maximum of nine (9) members. No reduction of the authorized number of directors shall have the effect of removing any director before that director’s term of office expires.”

Except as specifically amended herein, the Bylaws shall remain in full force and effect.

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