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 26, 2024

BENITEC BIOPHARMA INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-39267**	**84-4620206**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
3940 Trust Way, Hayward, California		**94545**
(Address of Principal Executive Offices)		**(Zip Code)**

Registrant's Telephone Number, Including Area Code: (510) 780-0819

(Former Name or Former Address, if Changed Since Last Report): Not Applicable

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

On June 26, 2024, the Board of Directors (the "Board") of Benitec Biopharma Inc. (the "Company") appointed Kishan ("Kishen") Mehta to serve as a director of the Board, effective as of June 26, 2024. Mr. Mehta was appointed as a Class I member of the Board with a term lasting until the Company's 2026 annual meeting of stockholders. The Board has determined that Mr. Mehta is independent in accordance with applicable rules of the Nasdaq Stock Market LLC and the Company's Corporate Governance Guidelines. The Board also appointed Mr. Mehta to serve as a member of the Board's Nominating and Corporate Governance Committee.

Mr. Mehta was appointed to the Board pursuant to the previously disclosed Board Designation Agreement by and between the Company and Suvretta Capital Management, LLC, as previously described in the Company's Current Report on Form 8-K filed with the SEC on April 19, 2024 (the "Prior Form 8-K"). The Board Designation Agreement is attached hereto as Exhibit 10.1 and incorporated by reference herein. Other than as disclosed in the Prior Form 8-K and in the Company's Registration Statement on Form S-1 filed on May 16, 2024 (File No. 333-279439) there have been no transactions, nor are there any currently proposed transactions, in which the Company was or is to be a participant and which Mr. Mehta, or any member of his immediate family was or is to have a material interest, that would require disclosure under Item 404(a) of Regulation S-K. Mr. Mehta will be entitled to the compensation provided to the Company's non-employee directors as descried in the Company's Definitive Proxy Statement on Schedule 14A filed on October 20, 2023. Mr. Mehta will also enter into the Company's standard indemnification agreement for members of the Board, the form of which is attached as Exhibit 10.7 to the Company's Annual Report on Form 10-K filed on September 21, 2023.

The Company issued a press release announcing the appointment of Mr. Mehta to the Board on July 1, 2024, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.1	Board Designation Agreement, dated April 22, 2024, by and between Benitec Biopharma Inc. and Suvretta Capital Management, LLC (incorporated by reference to Exhibit 10.4 to the Company's Quarter Report on Form 10-Q filed on May 13, 2024)
99.1	Press Release dated July 1, 2024
104	Cover Page Interactive Data File (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, thereunto duly authorized.

BENITEC BIOPHARMA INC.

Date: July 1, 2024

By: /s/ Dr. Jerel A. Banks
Name: Dr. Jerel A. Banks
Title: Chief Executive Officer

Exhibit 99.1

Benitec Biopharma Announces Appointment of Kishen Mehta to its Board of Directors

HAYWARD, Calif., July 1, 2024 (GLOBE NEWSWIRE) – Benitec Biopharma Inc. (NASDAQ: BNTC) ("Benitec" or "Company"), a clinical-stage, gene therapy-focused, biotechnology company developing novel genetic medicines based on its proprietary "Silence and Replace" DNA-directed RNA interference ("ddRNAi") platform, today announces the appointment of Kishen Mehta to the board of directors (BOD) of the Company, effective June 26, 2024. Mr. Mehta's appointment follows the $40.0 million private investment in public equity (PIPE) financing announced on April 18th, led by long-term investor Suvretta Capital, where he serves as portfolio manager.

"We are pleased to welcome Kishen to the board as we plan for the future growth and expansion of our Company" said Jerel A. Banks, M.D., Ph.D., Executive Chairman and Chief Executive Officer of Benitec. "Kishen's expertise in investing, corporate development and strategy will be instrumental as we continue enrolling patients into the dose escalation Phase 1b/2a study of BB-301 for Oculopharyngeal Muscular Dystrophy and consider our future regulatory strategy and commercial launch."

"I have been looking forward to joining Benitec's board and contributing to its success during this pivotal time for the Company," Mr. Mehta commented. "Together we will focus on the mission of bringing an effective treatment option to OPMD patients."

Mr. Mehta has over 15 years of experience in the financial industry and is currently a Portfolio Manager at Suvretta Capital Management, LLC, where he is focused on its healthcare investment strategies. Mr. Mehta currently sits on the Board of Directors of Biohaven Pharmaceuticals (NYSE: BHVN), where he was a strategic adviser on various business development, capital structure and communication strategies. Prior to Biohaven, Mr. Mehta was a portfolio manager at Surveyor Capital, a Citadel LLC strategy, focused on global small-, mid- and large-capitalization biotechnology, pharmaceutical, specialty pharmaceutical, medical device and healthcare services companies. Prior to Surveyor, Mr. Mehta was an analyst at Adage Capital where he evaluated and participated in numerous mezzanine and pre-IPO private healthcare investments. Mr. Mehta held a similar role at Apothecary Capital and started his career as a mergers and acquisitions analyst at Evercore Partners, where he focused on life sciences. Mr. Mehta graduated from New York University with a degree in finance and accounting.

About BB-301

BB-301 is a novel, modified AAV9 capsid expressing a unique, single bifunctional construct promoting co-expression of both codon-optimized Poly-A Binding Protein Nuclear-1 (PABPN1) and two small inhibitory RNAs (siRNAs) against mutant PABPN1. The two siRNAs are modeled into microRNA backbones to silence expression of faulty mutant PABPN1, while allowing expression of the codon-optimized PABPN1 to replace the mutant with a functional version of the protein. We believe the silence and replace mechanism of BB-301 is uniquely positioned for the treatment of OPMD by halting mutant expression while providing a functional replacement protein.

About Benitec Biopharma, Inc.

Benitec Biopharma Inc. ("Benitec" or the "Company") is a clinical-stage biotechnology company focused on the advancement of novel genetic medicines with headquarters in Hayward, California. The proprietary "Silence and Replace" DNA-directed RNA interference platform combines RNA interference, or RNAi, with gene therapy to create medicines that simultaneously facilitate sustained silencing of disease-causing genes and concomitant delivery of wildtype replacement genes following a single administration of the therapeutic construct. The Company is developing Silence and Replace-based therapeutics for chronic and life-threatening human conditions including Oculopharyngeal Muscular Dystrophy (OPMD). A comprehensive overview of the Company can be found on Benitec's website at www.benitec.com.

Forward Looking Statements

Except for the historical information set forth herein, the matters set forth in this press release include forward-looking statements, including statements regarding Benitec's plans to develop and commercialize its product candidates, the timing of the initiation and completion of pre-clinical and clinical trials, the timing of patient enrollment and dosing in clinical trials, the timing of expected regulatory filings, the clinical utility and potential attributes and benefits of ddRNAi and Benitec's product candidates, potential future outlicenses and collaborations, the intellectual property position and the ability to procure additional sources of financing, and other forward-looking statements.

These forward-looking statements are based on the Company's current expectations and subject to risks and uncertainties that may cause actual results to differ materially, including unanticipated developments in and risks related to: unanticipated delays; further research and development and the results of clinical trials possibly being unsuccessful or insufficient to meet applicable regulatory standards or warrant continued development; the ability to enroll sufficient numbers of subjects in clinical trials; determinations made by the FDA and other governmental authorities; the Company's ability to protect and enforce its patents and other intellectual property rights; the Company's dependence on its relationships with its collaboration partners and other third parties; the efficacy or safety of the Company's products and the products of the Company's collaboration partners; the acceptance of the Company's products and the products of the Company's collaboration partners in the marketplace; market competition; sales, marketing, manufacturing and distribution requirements; greater than expected expenses; expenses relating to litigation or strategic activities; the Company's ability to satisfy its capital needs through increasing its revenue and obtaining additional financing, given market conditions and other factors, including our capital structure; our ability to continue as a going concern; the length of time over which the Company expects its cash and cash equivalents to be sufficient to execute on its business plan; the impact of the COVID-19 pandemic, the disease caused by the SARS-CoV-2 virus and similar events, which may adversely impact the Company's business and pre-clinical and clinical trials; the impact of local, regional, and national and international economic conditions and events; and other risks detailed from time to time in the Company's reports filed with the Securities and Exchange Commission. The Company disclaims any intent or obligation to update these forward-looking statements.

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