

**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): January 23, 2023

EXAGEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39049
(Commission
File Number)

20-0434866
(IRS Employer
Identification No.)

1261 Liberty Way
Vista, CA 92081
(Address of principal executive offices) (Zip Code)

(760) 560-1501
(Registrant's telephone number, including area code)

N/A
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.001 per share	XGN	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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On January 19, 2023, the board of directors (the “Board”) of Exagen Inc. (the “Company”) adopted an amendment (the “Bylaws Amendment”) to the amended and restated bylaws of the Company to provide that the Board may appoint from its members an executive chairperson of the Board and that the executive chairperson, if any, shall also be the chairperson of the Board and an officer of the Company. The Bylaws Amendment also provides that the Board may empower the executive chairperson to appoint, such other officers and agents as the business of the Company may require.

The foregoing description of the Bylaws Amendment does not purport to be complete, and is qualified in its entirety by the text of the Bylaw Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

The Company issued a press release on January 23, 2023, announcing that Tina Nova, Ph.D. has been appointed as executive chairperson of the Board, replacing Brian Birk (who shall continue to serve as member of the Board) as chairperson of the Board. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated by reference herein.

The information in the press release is being furnished, not filed, pursuant to Item 7.01 of Form 8-K. Accordingly, the information in Item 7.01 of this Current Report, including Exhibit 99.1, will not be incorporated by reference into any registration statement filed by the Company under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to Amended and Restated Bylaws, dated January 19, 2023.
99.1	Press Release.
104	Cover Page Interactive Data file (formatted as Inline XBRL).

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.

EXAGEN INC.

Date: January 23, 2023

By: /s/ Kamal Adawi
Name: Kamal Adawi
Title: Chief Financial Officer

**AMENDMENT TO
THE AMENDED AND RESTATED BYLAWS OF
EXAGEN INC.**

Pursuant to Article X of the Amended and Restated Bylaws (the "Bylaws") of Exagen Inc. (the "Corporation"), the Bylaws are hereby amended as follows:

Section 3.3 of the Bylaws is hereby amended and restated in its entirety, as follows:

“3.3 ELECTION, QUALIFICATION AND TERM OF OFFICE OF DIRECTORS.

Except as provided in Section 3.4 of these bylaws, each director, including, without limitation, a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected and until such director’s successor is elected and qualified or until such director’s earlier death, resignation or removal. Directors need not be stockholders unless so required by the certificate of incorporation or these bylaws. The Board may appoint from its members, an executive chairperson of the Board, a chairperson of the Board and a vice chairperson of the Board. The executive chairperson of the Board, if any, shall also be the chairperson of the Board. Each of the executive chairperson of the Board, chairperson of the Board and vice chairperson of the Board, if any, shall perform such duties and possess such powers as are assigned by the Board. The certificate of incorporation or these bylaws may prescribe other qualifications for directors.”

Section 5.1 of the Bylaws is hereby amended and restated in its entirety, as follows:

“5.1 OFFICERS.

The officers of the Corporation shall be a president and a secretary. The Corporation may also have, at the discretion of the Board, an executive chairperson, a chief executive officer, a chief financial officer or treasurer, one (1) or more vice presidents, one (1) or more assistant vice presidents, one (1) or more assistant treasurers, one (1) or more assistant secretaries, and any such other officers as may be appointed in accordance with the provisions of these bylaws. Any number of offices may be held by the same person.”

Section 5.3 of the Bylaws is hereby amended and restated in its entirety, as follows:

“5.3 SUBORDINATE OFFICERS.

The Board may appoint, or empower the executive chairperson or chief executive officer or, in the absence of an executive chairperson and a chief executive officer, the president, to appoint, such other officers and agents as the business of the Corporation may require. Each of such officers shall hold office for such period, as is provided in these bylaws or as the Board may from time to time determine.”

Adopted: January 19, 2023

Exagen Inc. Elects Tina S. Nova, Ph.D. as Executive Chair of the Board of Directors

January 23, 2023 San Diego, CA

Exagen Inc. (Nasdaq: XGN), a leading provider of autoimmune testing solutions, announced today that Tina S. Nova, Ph.D. has been elected as Executive Chair of the Exagen Board of Directors, effective January 19, 2023. Dr. Nova succeeds Brian Birk, who has served as Chair of the Board of Directors at Exagen since 2018, and who will remain a member of the Board.

Dr. Nova currently serves as President of Veracyte's (Nasdaq: VCYT) U.S. CLIA business where she leads all aspects of the company's broad menu of diagnostic laboratory tests. She previously held the position of President & CEO of Decipher Biosciences until March 2021, when Veracyte purchased the organization for \$600 million. She has held numerous leadership roles in the life science industry, which include CEO of Molecular Stethoscope and SVP & General Manager of Oncology at Illumina. Dr. Nova was the co-founder, President & CEO of Genoptix, which was purchased by Novartis AG for \$470 million in 2011. She has also held senior positions with Nanogen, Inc., Ligand Pharmaceuticals, Inc. and Hybritech.

"I am excited to welcome Tina as Executive Chair at Exagen. Her broad experience with innovative healthcare companies and leadership in growing organizations with proprietary technology will be invaluable to Exagen as we look to expand our position as the premier provider of autoimmune testing solutions," said John Aballi, President and CEO of Exagen. "I have had the pleasure of working with Tina for almost 15 years, and I'm thrilled to work closely with her again as we continue to shape the future of Exagen."

"I am honored to have been elected Executive Chair and I'm excited to take on this additional leadership role at Exagen," said Dr. Nova. "I also want to thank Brian Birk, who served as the company's Chair since 2018. Brian was instrumental in growing the organization into a leader in autoimmune testing and I am pleased that he will remain a member of the Board."

Dr. Nova currently serves on the Board of Azenta (Nasdaq: AZTA) and previously served on the Board of Directors of Veracyte and Arena Pharmaceuticals. Dr. Nova holds a Ph.D. in Biochemistry from the University of California, Riverside and a B.S. in Biological Sciences from the University of California, Irvine.

About Exagen

Exagen (Nasdaq: XGN) is a leading provider of autoimmune diagnostic, prognostic, and monitoring testing solutions. Exagen is a patient focused, discovery driven organization built on the success of AVISE testing and is investing in its product pipeline to support patients throughout their autoimmune diagnosis and treatment journeys. The goal at Exagen is to assist patients, physicians, and payors by enabling precision medicine. Exagen is located in San Diego County with clinical and research and development laboratories in Vista, CA.

For more information, please visit Exagen.com and follow [@ExagenInc](https://twitter.com/ExagenInc) on Twitter.

Forward-Looking Statements

Exagen cautions you that statements contained in this press release regarding matters that are not historical facts are forward-looking statements. These statements are based on Exagen's current beliefs and expectations. Such forward-looking statements include, but are not limited to, statements regarding: Exagen's goals and strategies; the potential utility and effectiveness of Exagen's services and testing solutions that are currently available or in its development pipeline; the expected benefits of Dr. Nova's position with Exagen; and Exagen's potential growth and success and its ability to continue to grow and succeed. The inclusion of forward-looking statements should not be regarded as a representation by Exagen that any of its plans will be achieved. Actual results may differ from those set forth in this press release due to the risks and uncertainties inherent in Exagen's business, including, without limitation: the COVID-19 pandemic may continue to adversely affect its business, financial condition and results of operations, including as a result of slowdown in its operations as well as those of its suppliers and courier services, impeding patient movement and interruptions to healthcare services causing a decrease in test volumes, disruptions to the supply chain of material needed for its tests causing an increase in cost per test, its sales and commercialization activities and its ability to receive specimens and perform or deliver the results from its tests, delays in reimbursement and coverage decisions from Medicare and third-party payors and in interactions with regulatory authorities, and delays in ongoing and planned clinical trials involving its tests; Exagen's commercial success depends upon attaining and maintaining significant market acceptance of its testing products and promoted therapeutics among rheumatologists, patients, third-party payors and others in the medical community; Exagen's ability to successfully execute on its business strategies; third-party payors not providing coverage and adequate reimbursement for Exagen's testing products or promoted therapeutics, including Exagen's ability to collect funds due; Exagen's ability to obtain and maintain intellectual property protection for its testing products; regulatory developments affecting Exagen's business; and other risks described in Exagen's prior press releases and Exagen's filings with the Securities and Exchange Commission ("SEC"), including under the heading "Risk Factors" in Exagen's Annual Report on Form 10-K for the year ended December 31, 2021 and any subsequent filings with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and Exagen undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement, which is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

Contacts:

Investors Relations

Exagen Inc.
Ryan Douglas
rdouglas@exagen.com
760.560.1525

Company

Exagen Inc.

Kamal Adawi, Chief Financial Officer

kadawi@exagen.com

760.477.5514