
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

VIGIL NEUROSCIENCE, INC.
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply)

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Securities Exchange Act of 1934 Rules 14a-6(i)(1) and 0-11.
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**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): May 8, 2023

VIGIL NEUROSCIENCE, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-41200
(Commission
File Number)

85-1880494
(I.R.S. Employer
Identification No.)

Vigil Neuroscience, Inc.
100 Forge Rd, Suite 700
Watertown, Massachusetts , 02472
(Address of principal executive offices, including zip code)

(857) 254-4445
(Registrant's telephone number, including area code)

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	Trade Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	VIGL	The 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.

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

Appointment of Samantha Budd Haeberlein, Ph.D. to the Board of Directors

On May 8, 2023, upon the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Vigil Neuroscience, Inc. (the “Company”), the Board appointed Samantha Budd Haeberlein, Ph.D. to the Board, effective as of May 8, 2023 (the “Effective Date”). Dr. Budd Haeberlein will serve as a Class I director until her term expires at the 2025 annual meeting of stockholders at which time she will stand for election by the Company’s stockholders. The Board determined that Dr. Budd Haeberlein is independent under the listing standards of the Nasdaq Stock Market.

Dr. Budd Haeberlein has more than 20 years of biopharmaceutical industry experience across research, translational medicine and clinical development with a focus on CNS indications. She is currently a Principal of Netley Consulting, LLC. Prior to that, she served as Senior Vice President and Head of Neurodegeneration Development at Biogen (NASDAQ: BIIB), where she was responsible for the late-stage development of the company’s Alzheimer’s, dementia and movement disorder medications, including Aduhelm® and LEQEMBI™. Previously, Dr. Budd Haeberlein was Vice President and Head of Translational Science & Global Programme Lead in Alzheimer’s disease at AstraZeneca (NASDAQ: AZN). Dr. Budd Haeberlein currently serves on the Board of Trustees of The Boston Home, a nursing-care facility for adults with physical disabilities. Dr. Budd Haeberlein previously served on the Boards of Directors of Rodin Therapeutics from January 2016 to December 2016, and the Stockholm Brain Institute from 2007 to 2011. Prior to joining the biopharmaceutical industry, she was an instructor at Harvard Medical School and did research at The Burnham Institute. Dr. Budd Haeberlein holds a Ph.D. and B.Sc. in Biochemistry from the University of Dundee. Dr. Budd Haeberlein was also a member of the World Dementia Council.

As a non-employee director, Dr. Budd Haeberlein will receive cash compensation for her Board service in accordance with the Company’s Non-Employee Director Compensation Policy (the “Compensation Policy”). In addition, under the Compensation Policy, upon her election as a director on May 8, 2023, Dr. Budd Haeberlein was granted an option to purchase 30,693 shares of the Company’s common stock at an exercise price per share of \$9.65. This option shall vest in equal monthly installments over three years from the date of grant, provided, however, that all vesting shall cease if the director ceases to have a service relationship, unless the Board determines that the circumstances warrant continuation of vesting. Dr. Budd Haeberlein is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Dr. Budd Haeberlein and any other persons pursuant to which she was selected as a director. At the time of this disclosure, Dr. Budd Haeberlein was not named to any committees of the Board, and no committee assignments are contemplated at this time. In addition, Dr. Budd Haeberlein entered into an indemnification agreement with the Company consistent with the form of indemnification agreement entered into between the Company and its existing non-employee directors, a copy of which was filed as Exhibit 10.4 to the Company’s Registration Statement on Form S-1 (File No. 333-261230) filed with the Securities and Exchange Commission on January 3, 2022. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Dr. Budd Haeberlein for some expenses, including attorneys’ fees, judgments, fines and settlement amounts respectively incurred by her in any action or proceeding arising out of her respective service as one of our directors.

Item 7.01 Regulation FD Disclosure.

On May 9, 2023, the Company issued a press release titled “Vigil Neuroscience Appoints Samantha Budd Haeberlein, Ph.D. to Board of Directors”, where it announced the appointment of Dr. Budd Haeberlein to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information under this Item 7.01, including Exhibit 99.1 hereto, is being furnished herewith and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated May 9, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Vigil Neuroscience, Inc.

Date: May 9, 2023

By: /s/ Ivana Magovčević-Liebisch
Ivana Magovčević-Liebisch
President and Chief Executive Officer

Vigil Neuroscience Appoints Samantha Budd Haeberlein, Ph.D. to Board of Directors

WATERTOWN, Mass., May 9, 2023 — Vigil Neuroscience, Inc. (Nasdaq: VIGL), a clinical-stage biotechnology company committed to harnessing the power of microglia for the treatment of neurodegenerative diseases, today announced it appointed Samantha Budd Haeberlein, Ph.D. to its Board of Directors.

“We are pleased to welcome Samantha Budd Haeberlein to our Board of Directors. Samantha is a distinguished leader in the pharmaceutical industry and brings extensive translational medicine, clinical development and global regulatory experience in the CNS space, including rare and common neurological disorders,” said Ivana Magovčević-Liebisch Ph.D., J.D., President and Chief Executive Officer of Vigil. “Samantha’s insights and guidance will be particularly valuable as we continue to advance the clinical development of VGL101 in ALS and prepare to move our small molecule TREM2 agonist for the treatment of Alzheimer’s disease into the clinic this year.”

“I am thrilled to join the Vigil team at an exciting time in their growth and evolution, and I look forward to partnering with the leadership team and rest of the board to support their development of treatments for both rare and common neurodegenerative diseases through restoring the vigilance of microglia,” said Dr. Budd Haeberlein.

Dr. Budd Haeberlein brings more than 20 years of biopharmaceutical industry experience across research, translational medicine, and clinical development with a focus on CNS indications. She most recently served as Senior Vice President and Head of Neurodegeneration Development at Biogen, where she was responsible for the late-stage development of the company’s Alzheimer’s, dementia and movement disorder programs. Prior to that, Dr. Budd Haeberlein held roles of increasing responsibility across Research and Development in the US, Canada, and Sweden with AstraZeneca. Dr. Budd Haeberlein has led clinical programs through early and late clinical stages, across multiple modalities and indications, and in doing so, has shown her passion for advancing research on biomarkers, patient selection, diagnostics, and ultimately therapeutics for progressive neurological disorders. Dr. Budd Haeberlein held a leadership role in the development of ADUHELM® and LEQEMBI™. For her leadership, she has been awarded the 2017 Fierce Women in Biotech Award, and in 2019 an honorary Doctorate from the University of Dundee.

Prior to joining the biopharmaceutical industry, she was an instructor at Harvard Medical School and did research at The Burnham Institute. Dr. Budd Haeberlein holds a Ph.D. and B.Sc. in Biochemistry from the University of Dundee. She is a board member of The Boston Home, a national model for the care of adults with advanced progressive neurological disorders.

About Vigil Neuroscience

Vigil Neuroscience is a clinical-stage biotechnology company focused on developing treatments for both rare and common neurodegenerative diseases by restoring the vigilance of microglia, the sentinel immune cells of the brain. We are utilizing the tools of modern neuroscience drug development across

multiple therapeutic modalities in our efforts to develop precision-based therapies to improve the lives of patients and their families. VGL101, our lead candidate, is a fully human monoclonal antibody agonist targeting human triggering receptor expressed on myeloid cells 2 (TREM2) and is in a Phase 2 proof-of-concept trial in patients with adult-onset leukoencephalopathy with axonal spheroids and pigmented glia (ALSP), a rare and fatal neurodegenerative disease. We are also conducting IND-enabling studies with a novel small molecule TREM2 agonist program to treat common neurodegenerative diseases associated with microglial dysfunction, with an initial focus on Alzheimer's disease (AD) in genetically defined subpopulations.

Forward-Looking Statements

This press release includes certain disclosures that contain "forward-looking statements" that are made pursuant to the safe harbor provisions of the federal securities laws, including, without limitation, express or implied statements regarding Vigil's strategy, business plans and focus; the progress and timing of the preclinical and clinical development of Vigil's programs and other pipeline candidates; and the anticipated contribution of the members of our board of directors, specifically Dr. Budd Haeberlein, and our executives to our operations and progress.

Any forward-looking statements are based on Vigil's current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Factors that could cause actual results to differ include, but are not limited to, risks and uncertainties related to uncertainties inherent in the identification and development of product candidates, including the conduct of research activities and the initiation and completion of preclinical studies and clinical trials; uncertainties as to the availability and timing of results and data from preclinical and clinical studies; the timing of the Company's ability to submit and obtain regulatory clearance for investigational new drug applications and initiate additional clinical trials; whether results from preclinical studies will be predictive of the results of later preclinical studies and clinical trials; the Company's ability to initiate and complete its current and expected clinical trials and its ability to work with the FDA to successfully remove the partial clinical hold; whether Vigil's cash resources will be sufficient to fund its foreseeable and unforeseeable operating expenses and capital expenditure requirements; uncertainties associated with the impact of the COVID-19 pandemic on its business and operations; as well as the risks and uncertainties identified in the Company's filings with the Securities and Exchange Commission (SEC), including Vigil's Annual Report on Form 10-K for the year ended December 31, 2022 and in any subsequent filings it may make with the SEC. Forward-looking statements contained in this announcement are made as of this date, and Vigil undertakes no duty to update such information except as required under applicable law. Readers should not rely upon the information on this page as current or accurate after its publication date.

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