

**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): February 14, 2023

Comera Life Sciences Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-41403
(Commission
File Number)

87-4706968
(IRS Employer
Identification No.)

12 Gill Street
Suite 4650
Woburn, Massachusetts
(Address of principal executive offices)

01801
(Zip Code)

Registrant's telephone number, including area code: (617) 871-2101

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 | Trading Symbol(s) | Name of each exchange on which registered |
|----------------------------|------------------------------|--|
| Common Stock | CMRA | The Nasdaq Stock Market LLC |
| Warrants | CMRAW | 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 Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On February 14, 2023, the Board of Directors (the “Board”) of Comera Life Sciences Holdings, Inc. (the “Company”) met to determine the non-equity incentive compensation to be paid to each of Jeffrey Hackman, the Company’s Chairman, President and Chief Executive Officer, Michael Campbell, the Company’s Chief Financial Officer and Neal Muni, the Company’s Chief Operating Officer (together the “Named Executive Officers”) in respect of their achievement of 2022 performance objectives. In furtherance of the Company’s cash conservation efforts and to better align the interests of the Named Executive Officers with those of the Company’s stockholders, the Board elected to grant options (the “Options”) to purchase shares of the Company’s common stock, \$0.0001 par value per share (the “Common Stock”) to the Named Executive Officers in lieu of performance-based cash compensation. The Options were granted under the Comera Life Sciences Holdings, Inc. 2022 Equity and Incentive Plan (the “2022 Plan”) and have an exercise price of \$1.30 per share, the closing price of the Common Stock on the date of grant. Twenty-five percent of the shares underlying the Options vest on February 14, 2024, with the remaining shares vesting on a monthly basis on the 14th day of each month thereafter, in each case, subject to continuous service to the Company, such that the Options shall be fully vested on February 14, 2027.

The Company filed a Registration Statement on Form S-1 with the Securities and Exchange Commission (the “SEC”) on February 3, 2023, as amended on February 8, 2023, which was declared effective on February 10, 2023 (File No. 333-269564) (the “Registration Statement”). The Summary Compensation Table included in the Registration Statement did not include non-equity incentive plan compensation paid to the Named Executive Officers for fiscal 2022 because 2022 non-equity incentive plan compensation had not yet been determined. In accordance with Item 5.02(f) of Form 8-K, the table below is updated to provide this information.

SUMMARY COMPENSATION TABLE

| <u>Name and Principal Position</u> | <u>Year</u> | <u>Salary (\$)</u> | <u>Bonus (\$)</u> | <u>Option Awards (\$)(1)</u> | <u>Non-equity incentive plan compensation (\$)(2)</u> | <u>All Other Compensation (\$)</u> | <u>Total (\$)</u> |
|--|-------------|--------------------|-------------------|------------------------------|---|------------------------------------|-------------------|
| Jeffrey Hackman Chief Executive Officer (3) | 2022 | 400,000 | — | 535,200 | — | — | 935,200 |
| | 2021 | 132,543 | 51,052 | 161,640 | — | — | 345,235 |
| Michael Campbell, Chief Financial Officer(4) | 2022 | 201,882 | — | 954,900 | — | — | 1,156,782 |
| | 2021 | — | — | — | — | — | — |
| Neal Muni, MD Chief Operating Officer(5) | 2022 | 350,000 | — | 88,250 | — | — | 439,200 |
| | 2021 | 106,178 | 45,989 | 121,230 | — | — | 273,397 |

- (1) Amounts reflect the full grant-date fair value of stock options granted, computed in accordance with ASC Topic 718, rather than the amounts paid to or realized by the named individual. For more information see footnote 2 to our financial statements for the years ended December 31, 2021 and 2020 “Basis of Presentation and Significant Accounting Policies — Stock-Based Compensation Expense” found elsewhere in this Report.
- (2) In furtherance of the Company’s cash conservation efforts and to align the interests of the Named Executive Officers with those of the Company’s stockholders, the Board granted options to purchase shares of the Company’s common stock to the Named Executive Officers in lieu of performance-based cash compensation for the fiscal year ended December 31, 2022. The following table sets forth the number of options granted to each Named Executive Officer on February 14, 2023:

| <u>Name</u> | <u>Options Awarded</u> |
|------------------|------------------------|
| Jeffrey Hackman | 100,000 |
| Michael Campbell | 25,000 |
| Neal Muni | 100,000 |

- (3) Mr. Hackman became our Chief Executive Officer on September 1, 2021.

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- (4) Mr. Campbell became our Chief Financial Officer on June 15, 2022.
 - (5) Mr. Muni became our Chief Operating Officer on September 13, 2021.

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.

Dated: February 21, 2023

COMERA LIFE SCIENCES HOLDINGS, INC.

By: /s/ Michael Campbell

Name: Michael Campbell

Title: Executive Vice President and Chief Financial Officer