
**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): October 2, 2018

MeiraGTx Holdings plc
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction of
incorporation or organization)

001-38520
(Commission
File Number)

Not applicable
(I.R.S. Employer
Identification No.)

430 East 29th Street, 10th Floor
New York, NY 10016
(Address of principal executive offices) (Zip code)

(425) 783-3616
(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))

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 October 2, 2018, Katherine Breedis was appointed Chief Financial Officer of MeiraGTx Holdings plc (the “Company”), effective on October 2, 2018.

Ms. Breedis, age 55, served as Managing Director, Equity Research and Senior Analyst, Biotechnology & Major Pharmaceuticals at Stifel Nicolaus & Company from 2015 to 2017 where she published equity research and hosted institutional investor client events with a focus predominantly on the large-, mid- and small-cap Biotechnology sector. From 2014 to 2015, Ms. Breedis served as a Senior Director, Corporate Strategy at Pfizer Inc. where she led and participated in cross-functional strategic business initiatives to support Pfizer’s executive leadership team and board of directors, including Pfizer’s long range corporate strategic plan. From 2009 to 2012, she served as a Senior Director, Global External Research & Development at Eli Lilly & Company where she was responsible for sourcing acquisition and licensing opportunities across Eli Lilly’s core therapeutic areas on the East Coast as well as contributing to multiple M&A and licensing deal assessments, transactions and strategic projects. Prior to that, Ms. Breedis was a senior analyst with Schrodgers, Goldman Sachs and Citigroup Asset Management and held several other senior positions in corporate finance and merchant banking with GE Capital and Creditanstalt-Bankverein. Ms. Breedis received a B.A. in Economics and Art History from Wheaton College and is a Chartered Financial Analyst (CFA) and Chartered Market Technician (CMT). She also serves as an advisor to the Rockefeller University Robertson Therapeutic Development Fund.

Employment Offer Letter

In connection with her appointment as Chief Financial Officer, the Company entered into an employment offer letter with Ms. Breedis on October 2, 2018 (the “Offer Letter”), pursuant to which Ms. Breedis is entitled to receive an annual base salary of \$365,000. Ms. Breedis is also eligible to participate in the Company’s annual, discretionary year-end incentive compensation plan, which may include cash and/or options to purchase the Company’s ordinary shares. Ms. Breedis has a target bonus under this annual incentive plan equal to 40% of her base salary, which is payable based on the Company’s and her performance. Ms. Breedis is also eligible to participate in the Company’s employee benefit plans and programs generally available to the Company’s employees. Pursuant to the terms of her offer letter, on October 2, 2018, Mr. Breedis was granted under the MeiraGTx plc 2018 Incentive Award Plan an option to purchase 40,000 of the Company’s ordinary shares. These options vest over a four-year period, with 25% vesting on October 2, 2019 and the remaining 75% vesting in 36 equal monthly installments thereafter.

The foregoing description of the Offer Letter does not purport to be complete and are subject to, and qualified in its entirety by, the full text of such Offer Letter, which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Employment Offer Letter, dated October 2, 2018, between MeiraGTx Holdings plc and Katherine Breedis.</u>

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.

Date: October 9, 2018

MEIRAGTX HOLDINGS PLC

By: /s/ Richard Giroux

Name: Richard Giroux

Title: Chief Operating Officer

October 2, 2018

Ms. Katherine Breedis
[address]

Dear Katherine:

This letter shall formalize our offer of employment with MeiraGTx (the “Company”) as a Chief Financial Officer, reporting to Alexandria Forbes, Chief Executive Officer. We would like for your employment to begin on or about October 2, 2018. As a condition of employment, you are required to submit a countersigned copy of this letter and satisfactory completion of the other employee-related contingencies described below on or prior to your start date.

The following information generally outlines certain terms and conditions of your employment with the Company.

Base Salary: Your starting base salary will be \$365,000 per annum, which will be paid (less applicable withholding) in accordance with the Company’s then-current payroll policy. The Company currently pays its employees on a bi-weekly basis.

Guaranteed Incentives: You will be eligible for 40,000 sign-on options, based on approval of the Board of Directors and outside counsel for MeiraGTx. Further information regarding vesting and pricing will be provided after your start date.

Discretionary Incentives: You may be entitled to participate in our annual, discretionary year-end incentive compensation plan which may include a cash bonus and/or equity options. These incentives will be commensurate with your position and based upon your performance and the Company’s performance, as determined by management. You will be eligible for a 40% target bonus, based on your performance as well as the Company’s performance.

Vacation: You will be entitled to participate in the current Paid Time Off Program followed by the Company.

401(k): A 401(k) plan is available to eligible employees after three full months of service; additional information regarding the plan will be provided if you become eligible for participation.

Benefits: You will be eligible for benefits provided by the Company, from time to time, to its employees.

At-Will Employment Status: Your employment will be “at-will.” This means that if you accept this offer of employment, we may terminate your employment for any reason, at any time, with or without notice, with or without cause, and you may not be entitled to any severance or other compensation. Similarly, you are free to resign at any time, for any reason or for no reason, in which case you may likewise not be entitled to any severance or other compensation.

Employment Contingencies: This offer is contingent upon (i) your signing the Non-Disclosure Agreement and the Employee Confidentiality and Inventions Agreement, in each case between you and us (copies attached) (together, the “Employee Agreements”), (ii) passing a pre-employment drug test, and (iii) the Company receiving a satisfactory background check and provision of proof that you may lawfully be employed in this country.

In making this offer of employment, the Company has relied on your representations that (a) you are not subject to any non-competition arrangement or other restrictive covenants that might affect your employment by the Company as contemplated by this letter, (b) you shall not disclose to the Company any proprietary or confidential information belonging to any other party, (c) you are free to accept this offer of employment and to perform the duties contemplated herein and commensurate with the offered position and (d) your employment with the Company will not violate or conflict with any other obligation or arrangement to which you are a party.

This letter, along with the Employee Agreements, sets forth the terms of your employment with the Company and supersedes any prior representations or agreements, whether written or oral. This letter may not be modified or amended except by a written agreement signed by the Company and by you. Any employment policies represented herein may be modified from time to time at the Company’s sole discretion

We look forward to working with you.

/s/ Richard Giroux
Richard Giroux
Chief Operating Officer

AGREED AND ACKNOWLEDGED
this 2nd day of October 2018

/s/ Katherine Breedis

Katherine Breedis