

**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): July 29, 2021**

**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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock, par value \$0.001 per share</b>	<b>XGN</b>	<b>The Nasdaq Global Market</b>

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 July 29, 2020, upon recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board") of Exagen Inc. (the "Company"), and pursuant to the bylaws of the Company, the Board approved an increase in its authorized size from eight members to nine members and appointed Ana Hooker to fill the vacancy created by such increase and serve as a Class II director, with an initial term expiring at the Company's 2024 annual meeting of stockholders. The increase and appointment were effective as of July 29, 2021.

Ana Hooker has served as the Senior Vice President, Operations of Exact Sciences Corporation, a molecular diagnostics company, since July 2015. Ms. Hooker joined Exact Sciences Corporation in March 2013 with a focus on opening a new clinical laboratory in preparation for the launch of Cologuard. Prior to joining Exact Sciences Corporation, Ms. Hooker was at ARUP Laboratories for 15 years. While at ARUP Laboratories, Ms. Hooker held positions of increasing responsibility, including Group Manager for the Divisions of Oncology and Genetics, Technical Supervisor of the University of Utah Hospital Clinical Laboratories, Vice President, Division Manager for genetics and Senior Vice President, Division Manager for anatomic pathology, oncology and genetics. Ms. Hooker currently serves on the boards of Big Brothers, Big Sisters of Dane County and the Overture Center for the Arts. Ms. Hooker is also a member of the Latino Professional Association (LPA), Clinical Laboratory Management Association (CLMA), Association of Molecular Pathology (AMP), and the American Society of Clinical Laboratory Science (ASCLS). Ms. Hooker earned a Bachelor of Science from Kansas State University, a medical technologist degree from Hays Pathology Laboratories, and an M.B.A. from Westminster College.

Pursuant to the Company's non-employee director compensation program, on the effective date of Ms. Hooker's appointment to the Board, she was granted an option to purchase 15,000 shares of the Company's common stock with an exercise price equal to the fair market value of the common stock on the date of grant, which will vest over three years in equal installments on each monthly anniversary of the grant date, subject to her continuing service on the Board through the applicable vesting date. Ms. Hooker will also receive cash compensation for her service on the Board in accordance with the non-employee director compensation program, which is filed as [Exhibit 10.45](#) to the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2021 and is incorporated herein by reference. Ms. Hooker will enter into the Company's standard indemnification agreement for directors, the form of which was filed as [Exhibit 10.41](#) to the Company's Annual Report on Form 10-K, filed with the SEC on March 16, 2021 and is incorporated herein by reference.

There is no arrangement or understanding between Ms. Hooker and any other person pursuant to which Ms. Hooker was appointed as a director. Ms. Hooker is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended. The Board has determined that Ms. Hooker is an independent director in accordance with the listing requirements of the Nasdaq Global Market.

## **Item 8.01. Other Events.**

On July 30, 2021, the Company issued a press release announcing the appointment of Ms. Ana Hooker as a director, a copy of which is attached hereto as Exhibit 99.1, and is incorporated by reference herein.

## **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated July 30, 2021</a>

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: July 30, 2021

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



## Exagen Appoints Ana Hooker to Board of Directors

July 30, 2021

SAN DIEGO – Exagen Inc. (Nasdaq: XGN), a leading provider of autoimmune testing solutions, is proud to announce the addition of Ms. Ana Hooker as an additional independent member to its Board of Directors, effective July 29, 2021.

“We are excited to welcome Ms. Hooker to our Board of Directors,” said Ron Rocca, Exagen’s President and Chief Executive Officer. “Ana’s extensive experience in life sciences, and in particular, clinical laboratories, will play a key role in Exagen’s continued expansion.”

“I am excited to join the board of such an innovative company that is having a real impact on patient’s lives through the differential diagnosis, prognosis and monitoring of complex autoimmune and autoimmune-related diseases,” said Ms. Hooker. “Exagen has a world-class laboratory, a robust pipeline and I look forward to working with the executive leadership team and board of directors, as the Company continues to execute on its compelling mission and growth strategy.”

Ana Hooker has served as the Senior Vice President, Operations of Exact Sciences Corporation, a molecular diagnostics company, since July 2015. Ms. Hooker joined Exact Sciences Corporation in March 2013 with a focus on opening a new clinical laboratory in preparation for the launch of Cologuard. Prior to joining Exact Sciences Corporation, Ms. Hooker was at ARUP Laboratories for 15 years. While at ARUP Laboratories, Ms. Hooker held positions of increasing responsibility, including Group Manager for the Divisions of Oncology and Genetics, Technical Supervisor of the University of Utah Hospital Clinical Laboratories, Vice President, Division Manager for genetics and Senior Vice President, Division Manager for anatomic pathology, oncology and genetics. Ms. Hooker currently serves on the boards of Big Brothers, Big Sisters of Dane County and the Overture Center for the Arts. Ms. Hooker is also a member of the Latino Professional Association (LPA), Clinical Laboratory Management Association (CLMA), Association of Molecular Pathology (AMP), and the American Society of Clinical Laboratory Science (ASCLS). Ms. Hooker earned a Bachelor of Science from Kansas State University, a medical technologist degree from Hays Pathology Laboratories, and an M.B.A. from Westminster College.

### About Exagen

Exagen is dedicated to transforming the care continuum for patients suffering from debilitating and chronic autoimmune diseases by enabling timely differential diagnosis and optimizing therapeutic intervention. Exagen has developed and is commercializing a portfolio of innovative testing products

under its AVISE® brand, several of which are based on our proprietary Cell-Bound Complement Activation Products, or CB-CAPs, technology. Exagen's goal is to enable providers to improve care for patients through the differential diagnosis, prognosis and monitoring of complex autoimmune and autoimmune-related diseases, including rheumatoid arthritis and lupus. For more information, please visit [www.Exagen.com](http://www.Exagen.com).

### **Forward Looking Statements**

Exagen cautions you that statements in this press release that are not a description of historical facts are forward-looking statements. These statements are based on the 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, Exagen's potential growth and expansion and management's views and expectations of the same. 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 our business, financial condition and results of operations, including as a result of shutdowns of our facilities and operations as well as those of our 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 our tests, our sales and commercialization activities and our ability to receive specimens and perform or deliver the results from our 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 our tests; the company's commercial success depends upon attaining and maintaining significant market acceptance of its testing products and promoted therapeutics among rheumatologists, patients, third-party payers and others in the medical community; the company's ability to successfully execute on its business strategies; third party payers not providing coverage and adequate reimbursement for the company's testing products or promoted therapeutics; the company's ability to obtain and maintain intellectual property protection for its testing products; regulatory developments affecting the company's business; and other risks described in the company's prior press releases and Exagen's filings with the Securities and Exchange Commission (SEC), including under the heading "Risk Factors" in the company's Annual Report on Form 10-K for the year ended December 31, 2020 on 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:

#### **Investor Relations**

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