
**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): December 14, 2023

VIATRIS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39695
(Commission
File Number)

83-4364296
(I.R.S. Employer
Identification No.)

1000 Mylan Boulevard, Canonsburg, Pennsylvania, 15317
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (724) 514-1800

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, par value \$0.01 per share	VTRS	The NASDAQ Stock 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.

On December 14, 2023, Viatris Inc. (the “Company”) determined that Sanjeev Narula, Chief Financial Officer, would transition from his role with the Company and cease to serve as Chief Financial Officer effective as of March 1, 2024. Mr. Narula will be eligible to receive severance benefits equal to two times his base salary and target bonus, subject to a release of claims and other customary conditions. Mr. Narula will be eligible to receive a pro rata portion of his performance-based restricted stock units granted in 2022 and 2023 based on actual performance at the end of the applicable performance period. Other unvested equity awards that Mr. Narula holds as of his separation will be forfeited.

On December 14, 2023, the Company appointed Theodora (Doretta) Mistras to serve as the Chief Financial Officer of the Company, effective as of March 1, 2024, and to hold such office until her successor is chosen and qualified in her stead or until her earlier death, resignation or removal. Ms. Mistras will commence employment with the Company as of January 1, 2024, and serve as Chief Financial Officer-elect until she assumes the role of Chief Financial Officer. Ms. Mistras, age 41, has been Managing Director –Healthcare Investment Banking at Citigroup Global Markets since September 2019 and prior to that was Managing Director, Healthcare Investment Banking from 2016 to 2019 at Goldman Sachs, where she spent over 15 years in their investment banking healthcare group. Ms. Mistras has almost two decades of leadership, advisory and capital markets experience helping guide corporate boards and leadership teams on matters effecting corporate strategy, including business development, financial planning, corporate finance and investor relations. Ms. Mistras has also advised leading healthcare corporations on a multitude of important financial and strategic decisions, including M&A, joint ventures, and capital market transactions.

In connection with her appointment, Ms. Mistras entered into an offer letter with the Company providing for an annual base salary of \$825,000, an annual target bonus opportunity equal to 100% of base salary and eligibility for an annual long-term incentive award with an intended value of 400% of base salary. In connection with her recruitment and to compensate Ms. Mistras for certain compensation entitlements she will forfeit to join the Company, she will receive a cash sign-on bonus equal to \$500,000, subject to repayment (on a net after-tax basis) if she ceases to be employed by the Company prior to January 1, 2025, and a grant of restricted stock units equal to \$500,000, vesting ratably on each of January 1, 2025 and January 1, 2026, subject to continued employment. In the event of a termination without cause, Ms. Mistras will be eligible for severance equal to one-half of the sum of her base salary and annual target bonus if such termination occurs on or prior to January 1, 2025 and one times the sum of base salary and annual target bonus if such termination occurs thereafter. Ms. Mistras is eligible to participate in employee benefits and perquisites generally made available to executive officers of the Company.

There are no arrangements or understandings between Ms. Mistras and any other persons pursuant to which she was selected as Chief Financial Officer, she has no family relationships with any of the Company’s directors or executive officers and she has no direct or indirect material interest in any transaction requiring disclosure under Item 404(a) of Regulation S-K.

Item 7.01 Regulation FD Disclosure.

On December 15, 2023, the Company issued a press release announcing the Chief Financial Officer transition. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01 (including Exhibit 99.1) shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be 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 December 15, 2023.
104	Cover Page Interactive Data File - the cover page XBRL tags are 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.

VIATRIS INC.

Date: December 15, 2023

By: /s/ Brian Roman
Brian Roman
Global General Counsel

Viatrix Continues its Preparations for Phase 2 of its Strategic Plan by Announcing the Appointment of Theodora “Doretta” Mistras as Chief Financial Officer, Effective March 1, 2024, and Philippe Martin as Chief R&D Officer

Company thanks Sanjeev Narula for his role in the successful execution of Viatrix’ Phase 1 strategy; Narula will support a smooth CFO transition prior to his departure on March 1, 2024

PITTSBURGH, December 15, 2023 – Viatrix Inc. (NASDAQ: VTRS), a global healthcare company, today announced that, as it prepares to enter Phase 2 of its strategic plan, Theodora “Doretta” Mistras has been appointed Chief Financial Officer (CFO) effective March 1, 2024, and Philippe Martin has been appointed Chief R&D Officer with immediate effect.

Current Viatrix CFO Sanjeev Narula, who helped the company successfully execute its Phase 1 strategy, will work closely with Mistras to support a smooth transition and will then depart the company on March 1, 2024.

Doretta Mistras

Mistras, an accomplished healthcare financial executive with deep industry knowledge and vast experience across the spectrum of healthcare, was most recently Managing Director, Healthcare Investment Banking at Citigroup Global Markets and prior to that was Managing Director, Healthcare Investment Banking at Goldman Sachs. She has almost two decades of leadership, advisory and capital markets experience helping guide corporate boards and leadership teams on matters affecting corporate strategy, including business development, financial planning, corporate finance and investor relations.

Mistras has also advised leading healthcare corporations on a multitude of important financial and strategic decisions, including M&A, joint ventures, and capital market transactions totaling over \$240 billion in aggregate value.

Scott A. Smith, Chief Executive Officer of Viatrix, said, “As we continue our preparations for Phase 2 of our strategy, I am extremely pleased to have Doretta coming on board as my strategic financial partner for what I expect to be an extremely successful next phase for Viatrix. With her deep healthcare industry knowledge and extensive finance experience within all sectors of healthcare, as well as her capital markets and investor relations expertise, Doretta is the perfect fit for the exciting future we are continuing to build. Her impressive profile, combined with our existing high-performing and seasoned corporate finance team will create what I believe will be one of the strongest financial organizations in our industry.”

Mistras said, “I could not be more excited to have the opportunity to join Viatris as Chief Financial Officer and to partner with Scott and the entire management team on all of the exciting opportunities ahead as the company sets sail into an expected period of expanded growth. Having known this company for years as a healthcare industry strategic advisor and having worked with public companies across the healthcare landscape, I know well the unique value proposition that Viatris presents, as well as the importance of upholding its well-established and communicated capital allocation plan. I look forward to combining my areas of expertise with the strong financial foundation and team that the company already has in place to not only deliver but enhance shareholder value.”

Sanjeev Narula said, “It has been my incredible honor to have had the opportunity to play a part in the successful set-up phase for Viatris and to lead its first-class group of finance professionals. I cannot thank the company and its leadership enough for the opportunity and especially my team and all of the members of the Viatris family for their consistent performance and overall dedication to our mission. I am extremely proud of all that we have accomplished together and look forward to working closely with Doretta during this transition phase to ensure both her and the company’s continued long-term success.”

Added Smith, “On behalf of the Board of Directors and our entire company, I sincerely thank Sanjeev Narula for his tremendous service and dedication to Viatris. His financial expertise played an important role in building and enhancing the company’s strong foundation. He leaves Viatris with an extremely strong finance team in place to support Doretta and the entire company as we move forward. We wish him nothing but the best as he prepares to begin his next chapter.”

Philippe Martin

As Chief R&D Officer, Martin brings with him significant innovative product development experience across R&D, Scientific and Regulatory Affairs, including at Celgene, where he led the development and global registration of the blockbuster drugs Otezla® and Zeposia®. He also oversaw the company pipeline in early and late development across multiple indications and modalities in the fields of inflammation and immunology, neurology, oncology, hepatology, and gastroenterology, including planning and overseeing the successful execution of large Phase III clinical studies. Prior to his tenure at Celgene, Martin held multiple positions at Schering-Plough (acquired by Merck) where he managed the inflammation and immunology franchise, including the anti-TNF alpha collaboration with Centocor/Johnson & Johnson which included the worldwide development, approval, and commercialization of Remicade® and Simponi®.

Added Smith, “I am very pleased to have Philippe join Viatris as Chief R&D Officer. As we continue our move up the value chain, I expect his significant innovative product experience to play an important role in partnering with me to assess and then execute upon the exciting new product development assets I see ahead, adding to our very strong existing base business and pipeline.”

Martin added, “I have been thoroughly impressed by the existing R&D expertise and infrastructure I have seen at Viatris that fuels the consistent output of its pipeline, especially as it relates to complex generics. I am excited to add my expertise to this very strong foundation, especially in the innovative product space.”

About Viatris

Viатris Inc. (NASDAQ: VTRS) is a global healthcare company uniquely positioned to bridge the traditional divide between generics and brands, combining the best of both to more holistically address healthcare needs globally. With a mission to empower people worldwide to live healthier at every stage of life, we provide access at scale. In 2022 alone, we supplied high-quality medicines to approximately 1 billion patients around the world. With our exceptionally extensive and diverse portfolio of medicines, a one-of-a-kind global supply chain designed to reach more people when and where they need them, and the scientific expertise to address some of the world’s most enduring health challenges, access takes on deep meaning at Viatris. We have the ability to touch all of life’s moments, from birth to end of life, acute conditions to chronic diseases. We are headquartered in the U.S., with global centers in Pittsburgh, Shanghai and Hyderabad, India. Learn more at viatris.com and investor.viatris.com, and connect with us on Twitter at [@ViatrisInc](https://twitter.com/ViatrisInc), LinkedIn, Instagram and YouTube.

Forward-looking Statements

This press release includes statements that constitute “forward-looking statements.” These statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such forward looking statements may include statements about the Company’s strategic plans; future performance; opportunities for expanded growth; the unique value proposition that Viatris presents; the Company’s capital allocation plan; enhancing shareholder value; and moving up the value chain. Because forward-looking statements inherently involve risks and uncertainties, actual future results may differ materially from those expressed or implied by such forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to: actions and decisions of healthcare and pharmaceutical regulators; changes in healthcare and pharmaceutical laws and regulations in the U.S. and abroad; any regulatory, legal or other impediments to Viatris’ ability to bring new products to market, including but not limited to “at-risk” launches; Viatris’ or its partners’ ability to develop, manufacture, and commercialize products; the possibility that Viatris may be unable to realize the intended benefits of, or achieve the intended goals or outlooks with respect to, its strategic initiatives; the possibility that Viatris may be unable to achieve expected benefits, synergies and operating efficiencies in connection with acquisitions, divestitures, or its global restructuring program, within the expected timeframe or at all; impairment charges or other losses related to the divestiture or sale

of businesses or assets; Viatris' failure to achieve expected or targeted future financial and operating performance and results; the potential impact of public health outbreaks, epidemics and pandemics, including the ongoing challenges and uncertainties posed by COVID-19; the scope, timing and outcome of any ongoing legal proceedings, and the impact of any such proceedings; any significant breach of data security or data privacy or disruptions to our information technology systems; risks associated with international operations; the ability to protect intellectual property and preserve intellectual property rights; changes in third-party relationships; the effect of any changes in Viatris' or its partners' customer and supplier relationships and customer purchasing patterns; the impacts of competition; changes in the economic and financial conditions of Viatris or its partners; uncertainties and matters beyond the control of management, including general economic conditions, inflation and exchange rates; failure to execute stock repurchases consistent with current expectations; stock price volatility; and the other risks described in Viatris' filings with the Securities and Exchange Commission (SEC). Viatris routinely uses its website as a means of disclosing material information to the public in a broad, non-exclusionary manner for purposes of the SEC's Regulation Fair Disclosure (Reg FD). Viatris undertakes no obligation to update these statements for revisions or changes after the date of this release other than as required by law.

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