
**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 22, 2019

LOGICBIO THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38707
(Commission
File Number)

47-1514975
(IRS Employer
Identification No.)

610 Main Street, 3rd Floor
Cambridge, MA
(Address of principal executive offices)

02139
(Zip Code)

(Registrant's telephone number, including area code): (617) 245-0399

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 February 22, 2019, Sandra Poole notified LogicBio Therapeutics, Inc. (the “Company”) of her resignation from her position as the Company’s Chief Operating Officer, effective as of March 31, 2019.

The Company has expanded its management team since Ms. Poole’s hire, adding further capabilities and experience, and does not intend to seek a replacement for Ms. Poole at this time.

Item 8.01 Other Events.

On December 19, 2018, the Court of Chancery of the State of Delaware issued a decision in *Sciabacucchi v. Salzberg*, C.A. No. 2017-0931-JTL (Del. Ch.), declaring that provisions in certificates of incorporation of Delaware companies that purport to require claims under the Securities Act of 1933, as amended (the “Securities Act”), be brought in federal court are ineffective and invalid under Delaware law. On January 17, 2019, the defendants in this action appealed the Court of Chancery’s decision to the Delaware Supreme Court.

Section 8 of the Amended and Restated Bylaws (“Bylaws”) of the Company provides that, unless the Company consents in writing to the selection of an alternative forum, the federal district courts of the United States shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the Securities Act (the “Federal Forum Provision”). However, unless and until the Court of Chancery’s decision in *Sciabacucchi* is reversed by the Delaware Supreme Court on appeal or otherwise abrogated, the Company does not intend to enforce its Federal Forum Provision. In the event that the Delaware Supreme Court affirms the Court of Chancery’s *Sciabacucchi* decision or otherwise makes a determination that provisions such as the Federal Forum Provision are invalid, the Company’s Board of Directors intends to amend promptly the Company’s Bylaws to remove the Federal Forum Provision.

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.

LOGICBIO THERAPEUTICS, INC.

By: /s/ Matthias Jaffé
Matthias Jaffé
Chief Financial Officer

Date: February 28, 2019