

**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 19, 2020

Sarepta Therapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-14895

(Commission File Number)

93-0797222
(IRS Employer
Identification No.)

**215 First Street
Suite 415**

Cambridge, MA 02142

(Address of principal executive offices, including zip code)

Registrant's Telephone Number, Including Area Code: (617) 274-4000

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, Par Value \$0.0001 per share	SRPT	The Nasdaq Global 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 February 19, 2020, the board of directors of Sarepta Therapeutics, Inc. (the “Company”) approved an amendment (the “Amendment”) to the Company’s 2014 Employment Commencement Incentive Plan (the “Plan”) to increase the number of authorized shares of the Company’s common stock available for issuance under the Plan by 1,000,000 shares to 7,590,000 shares.

The foregoing description of the terms of the Amendment does not purport to be a complete description and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Amendment No. 2 to the Sarepta Therapeutics, Inc. 2014 Employment Commencement Incentive Plan.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 thereunto duly authorized.

Sarepta Therapeutics, Inc.

Date: February 21, 2020

By: /s/ Douglas S. Ingram
Douglas S. Ingram
President and Chief Executive Officer

**AMENDMENT NO. 2
TO THE
SAREPTA THERAPEUTICS, INC.
2014 EMPLOYMENT COMMENCEMENT INCENTIVE PLAN**

WHEREAS, Sarepta Therapeutics, Inc. (the “Company”) previously adopted and approved the 2014 Employment Commencement Incentive Plan (the “Plan”) as an inducement stock plan under Nasdaq Stock Market Rule 5635(c)(4) to, among other things, attract and retain the best candidates for positions of substantial responsibility upon whose judgment, interest, and special effort the successful conduct of the Company’s operation will be largely dependent; and

WHEREAS, pursuant to Sections 19(a) and (b) of the Plan, the “Administrator” (defined under the Plan as the Board of Directors of the Company (the “Board”) or any of its committees) may amend the Plan from time to time to time without stockholder approval; and

WHEREAS, the Board, as Administrator, previously amended the Plan to increase the number of authorized shares under the Plan by 3,800,000 shares of common stock of the Company, as authorized under the Plan;

WHEREAS, the compensation committee of the Board, pursuant to a delegation by the Board, as Administrator, approved an increase to the number of authorized shares under the Plan by 1,150,000 shares of common stock of the Company, effective July 16, 2018 (the “July 2018 Share Increase”); and

WHEREAS, the Board, as Administrator, has determined that it is in the best interests of the Company to approve an amendment to the Plan that (i) reflects the July 2018 Share Increase and (ii) further increases the number of authorized shares under the Plan, effective as of February 19, 2020, by 1,000,000 shares of common stock of the Company, as authorized under the Plan;

NOW, THEREFORE, the Plan hereby is amended, effective February 19, 2020, the date of approval by the Board, as follows:

1. Section 3(a) of the Plan, entitled “Stock Subject to the Plan,” shall be replaced in its entirety by the following:
“Subject to the provisions of Section 14(a) of the Plan, the maximum aggregate number of Shares that may be subject to Awards and sold under the Plan is 7,590,000 Shares; provided, however, that such aggregate number of Shares available for issuance under the Plan shall be reduced by 1.41 Shares for each Share delivered in settlement of any Full Value Award. The Shares may be authorized, but unissued, or reacquired Common Stock.”
2. Except as modified herein, the Plan is hereby specifically ratified and affirmed.