

**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): March 19, 2023**

**Decibel Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-40030**  
(Commission  
File Number)

**46-4198709**  
(IRS Employer  
Identification No.)

**1325 Boylston Street, Suite 500**  
**Boston, Massachusetts**  
(Address of Principal Executive Offices)

**02215**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 370-8701**

**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 (*see* General Instruction A.2. below):

- 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, \$0.001 par value per share	DBTX	Nasdaq Global Select 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 March 19, 2023, in accordance with the recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the “Board”) of Decibel Therapeutics, Inc. (the “Company”), the Board elected Matthew Kapusta as a member of the Board, effective immediately.

Mr. Kapusta was elected to serve as a Class III director of the Board, until the Company’s 2024 annual meeting of stockholders and until the election and qualification of his successor and subject to his earlier death, resignation or removal. The Board has determined that Mr. Kapusta is an “independent” director under the Nasdaq rules.

Mr. Kapusta will receive compensation for his service as a non-employee director in accordance with the Company’s director compensation program, including an automatic grant upon his election of (i) a nonqualified stock option to purchase 10,000 shares of the Company’s common stock at an exercise price equal to \$3.34 per share, the closing price of the Company’s common stock on the date of grant, which option will vest and become exercisable in equal monthly installments over the next three years, and (ii) a restricted stock unit for 10,000 shares of common stock of the Company, which restricted stock unit will vest in equal annual installments over the next three years, in each case, subject to Mr. Kapusta’s continued service. Mr. Kapusta will also be entitled to receive annual cash retainers for his service as a director, plus additional cash compensation if appointed to a Board committee, and annual equity grants in accordance with the director compensation program.

There are no arrangements or understandings between Mr. Kapusta and any other persons pursuant to which he was elected as a director. Mr. Kapusta has no family relationships with any of the Company’s directors or executive officers. There are no transactions and no proposed transactions between Mr. Kapusta and the Company that would be required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Mr. Kapusta will enter into the Company’s standard form of indemnification agreement. The form of the indemnification agreement was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 filed with the U.S. Securities and Exchange Commission on January 22, 2021.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DECIBEL THERAPEUTICS, INC.

Date: March 21, 2023

By: /s/ Laurence Reid

Name: Laurence Reid, Ph.D.

Title: President and Chief Executive Officer