

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

May 1, 2026

Date of Report (Date of earliest event reported)

**MARKER THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of  
incorporation)

001-37939

(Commission File Number)

45-4497941

(IRS Employer Identification No.)

**2450 Holcombe Blvd, TMC Partners Office 1.311**

**Houston, Texas**

(Address of principal executive offices)

77021

(Zip Code)

**(713) 400-6400**

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 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 \$0.001 per share	MRKR	The Nasdaq Stock Market LLC

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

As reported below under Item 5.07 of this Current Report, on May 1, 2026, Marker Therapeutics, Inc. (the “**Company**”) held its 2026 Annual Meeting of Stockholders (the “**Annual Meeting**”), at which meeting the Company’s stockholders approved an amendment to the Company’s Certificate of Incorporation, as amended, to increase the number of authorized shares of our Common Stock from 30,000,000 shares of Common Stock to 130,000,000 shares of Common Stock (the “**Charter Amendment**”).

The foregoing description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Charter Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report and is incorporated by reference herein.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 1, 2026, the Company held its Annual Meeting. The stockholders considered six proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 20, 2026. Of the 16,673,127 shares outstanding as of the record date, 12,377,857 shares, or 74.24%, were present virtually or represented by proxy at the Annual Meeting. Each of the Nominees were re-elected. All of the Proposals except Proposal 4 passed. Set forth below are the results of the matters submitted for a vote of stockholders at the Annual Meeting.

**Proposal No. 1:** Election of five nominees to serve as directors until the 2027 annual meeting of stockholders and until their respective successors are elected and qualified. The votes were cast as follows:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>
David Eansor	9,297,478	275,480
Steven Elms	9,347,549	225,409
Katharine Knobil	9,314,762	258,196
Juan Vera	9,331,093	241,865
Kathryn Penkus Corzo	9,377,143	195,815

Broker Non-Votes: 2,804,902.

All nominees were elected.

**Proposal No. 2:** Approval, on an advisory basis, of the compensation of the Company’s named executive officers. The votes were cast as follows:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>
Advisory approval of named executive officer compensation	8,548,905	471,261	552,789

Broker Non-Votes: 2,804,902.

**Proposal No. 3:** Approval of the adoption of an amendment to our Certificate of Incorporation, as amended, to increase the number of authorized shares of our Common Stock from 30,000,000 shares of Common Stock to 130,000,000 shares of Common Stock. The votes were cast as follows:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>
Approval of Charter Amendment to Increase Authorized Common Stock.	10,851,228	1,412,017	114,611

Broker Non-Votes: 0.

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**Proposal No. 4:** Approval of the adoption of an amendment to our Certificate of Incorporation, as amended, to revise the voting threshold required for an increase or decrease of Common Stock. The votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Approval of Charter Amendment to Revise Voting Threshold	8,279,190	1,222,558	71,209

Broker Non-Votes: 2,804,902.

**Proposal No. 5:** Ratification of the selection by the Audit Committee of the Board of Directors of CBIZ CPAs P.C. (“CBIZ”) as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2026. The votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Ratification of appointment of CBIZ	11,626,068	1,003,337	109,974

Broker Non-Votes: 0.

**Proposal No. 6:** Approval of the adjournment of the Annual Meeting in the event that the number of shares of Common Stock present or represented by proxy at the Annual Meeting and voting “FOR” the adoption of Proposal 3 is insufficient. The votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Adjournment	11,264,545	1,003,337	109,974

Broker Non-Votes: 0.

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

(d) Exhibits.

**Exhibit No. Description**

[3.1](#) [Amendment to Certificate of Incorporation.](#)  
104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

**Marker Therapeutics, Inc.**

Dated: May 4, 2026

By: /s/ Juan Vera

Juan Vera

*President and Chief Executive Officer*

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**CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
MARKER THERAPEUTICS, INC.**

Marker Therapeutics, Inc. (the “*Company*”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*DGCL*”), does hereby certify that:

**FIRST:** The name of this corporation is Marker Therapeutics, Inc., and the date on which the Certificate of Incorporation of this corporation was originally filed with the Secretary of State of the State of Delaware was October 17, 2018, under the original name Marker Therapeutics, Inc.

**SECOND:** The Board of Directors of the Company (the “*Board*”), acting in accordance with the provisions of Sections 141 and 242 of the DGCL, adopted resolutions amending its Certificate of Incorporation (the “*Certificate of Incorporation*”) to provide that Section A of Article IV of the Certificate of Incorporation is amended and restated to read in its entirety as follows:

“A. The Corporation is authorized to issue two classes of stock to be designated, respectively, “Common Stock” and “Preferred Stock.” The total number of shares which the Corporation is authorized to issue is 135,000,000 shares, consisting of (i) 130,000,000 shares of Common Stock, \$0.001 par value per share, and (ii) 5,000,000 shares of Preferred Stock, \$0.001 par value per share.”

**THIRD:** The foregoing amendment to the Certificate of Incorporation was duly approved by the Board.

**FOURTH:** Thereafter, pursuant to a resolution of the Board, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the DGCL.

**[SIGNATURE PAGE FOLLOWS]**

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**IN WITNESS WHEREOF**, Marker Therapeutics, Inc. has caused this Certificate of Amendment to be executed by its President and Chief Executive Officer as of May 1, 2026.

/s/ Juan Vera

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By: Juan Vera

Title: President and Chief Executive Officer

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