

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

**February 11, 2019**

Date of Report

**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.)

**3200 Southwest Freeway  
Suite 2240**

**Houston, Texas**

(Address of principal executive offices)

**77027**

(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))

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 5.08 Shareholder Director Nominations.**

On February 11, 2019, the Board of Marker Therapeutics, Inc. (the “Company”) established May 9, 2019 as the date of the Company’s 2019 annual meeting of stockholders (the “2019 Annual Meeting”). Because the 2019 Annual Meeting date has advanced by more than 30 days from the anniversary date of the Company’s 2018 annual meeting of stockholders, in accordance with Rule 14a-5(f) under the Securities Exchange Act of 1934, as amended, the Company is informing stockholders of such change.

In addition, because the 2019 Annual Meeting will be held more than 30 days from the anniversary date of the 2018 annual meeting, the deadline for stockholder nominations or proposals for consideration at the 2019 Annual Meeting set forth in the Company’s 2018 Proxy Statement no longer applies. Accordingly, in order to be included in the proxy materials for the 2019 Annual Meeting, stockholders who intend to nominate a candidate for election to the Board or to propose other business for consideration at the 2019 Annual Meeting to be included in the Company’s proxy materials for the 2019 Annual Meeting (including a proposal made pursuant to Rule 14a-8 promulgated under the Securities Exchange Act of 1934, as amended and any notice on Schedule 14N), must ensure that such proposal is received by the Company at its principal executive offices, 3200 Southwest Freeway, Suite 2240 Houston, Texas 77027, no later than 5:00 p.m., Eastern time, on February 26, 2019. Proponents are advised to submit their proposals by certified mail, return receipt requested, addressed to the Company’s Corporate Secretary. Such deadline will also apply in determining whether notice of a stockholder proposal is timely for purposes of exercising discretionary voting authority with respect to proxies under Rule 14a-4(c) of the Exchange Act. The Company currently intends to make its proxy materials available to stockholders beginning on or about March 27, 2019.

Further, the Company’s Bylaws require that the Company be given advance notice of stockholder nominations for election to the board of directors and of other matters which stockholders wish to present for action at an annual meeting of stockholders, other than matters included in the Company’s proxy statement. The required notice must be in writing, include all of the information specified in the Company’s Bylaws, as amended, and be received by the Company’s Corporate Secretary at its principal offices not later than the close of business on February 26, 2019.

Stockholder proposals intended to be considered for inclusion in the Company’s proxy materials for the 2019 Annual Meeting of Stockholders must comply with applicable Delaware law, the rules and regulations promulgated by the Securities and Exchange Commission and the procedures set forth in the Company’s Bylaws.

**Item 8.01 Other Events.**

On February 15, 2019, the Company issued a press release announcing it had relocated its corporate headquarters to Houston, Texas and entered into a license to access a new laboratory facility. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits.

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press release issued on February 15, 2019.</a>

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**SIGNATURES**

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on this 15<sup>th</sup> day of February, 2019.

**MARKER THERAPEUTICS, INC.**  
**(Registrant)**

BY: /s/ Michael Loiacono  
Michael Loiacono  
Chief Accounting Officer

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### **Marker Therapeutics Announces Change in Corporate Headquarters and Access to New Laboratory Facility**

**Houston, TX – February 15, 2019**– Marker Therapeutics, Inc. (NASDAQ: MRKR), a clinical-stage immuno-oncology company, today announced that it has formally relocated its corporate headquarters from Jacksonville, Florida to Houston, Texas. The Company also announced that it is now a resident company at Johnson & Johnson Innovation – JLABS (JLABS at TMC), an incubator located in the heart of the Texas Medical Center, to access a fully equipped laboratory to conduct research and development.

#### ***New Corporate Headquarters***

“Our new headquarters will enable us to leverage our strategic partnership with Baylor College of Medicine and proximity to one of the largest and most vibrant communities of cell therapy professionals in the United States,” commented Peter L. Hoang, President and Chief Executive Officer of Marker Therapeutics. Mr. Hoang continued, “The Houston region is home to many companies and research institutions in the biotech and pharmaceutical industry, particularly within the growing field of cell therapy. The area offers Marker Therapeutics a professional, well-educated workforce that will allow us to recruit top scientific, clinical, manufacturing, and commercial talent with pharmaceutical industry experience. Access to these resources will be critical as we build our capabilities from research through clinical, regulatory, and CMC development to advance and accelerate our product development. We are confident that Houston will offer Marker Therapeutics and our employees an excellent quality of life and a positive business climate.”

The Company previously entered into a 38-month lease for 5,310 square feet in the Phoenix Tower in Houston, TX. The new headquarters will house certain members of the Company’s corporate and administrative staff and with the new laboratory facility, allow the Company to conduct research and development in Houston. Although the Company will be headquartered in Houston, certain personnel will continue to operate in proximity to major academic and clinical partners in the Jacksonville location.

#### ***New Laboratory Facility***

In addition to its new corporate headquarters, the Company also entered into an agreement with Johnson & Johnson Innovation - JLABS for the use of a dedicated portion of an existing laboratory located at the Texas Medical Center in Houston for the purpose of conducting laboratory research and other laboratory related activities. JLABS at TMC, established by Johnson & Johnson Innovation, provides research and development stage entities with access to a turnkey infrastructure that includes singular benchtops, modular wet lab units, office space and specialized laboratory equipment.

“Our new laboratory facility in Houston provide us with the capability to accelerate and augment the scientific and clinical development of our therapies in close cooperation with our partners at Baylor College of Medicine,” commented Dr. Juan F. Vera, Chief Development Officer of Marker Therapeutics. “JLABS at TMC delivers reduced infrastructure costs and centralized management of shared facilities that will allow us to efficiently use our resources toward building value for our shareholders through innovation.”

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**About Marker Therapeutics, Inc.**

Marker Therapeutics, Inc. is a clinical-stage immuno-oncology company specializing in the development of next-generation T cell-based immunotherapies for the treatment of hematological malignancies and solid tumor indications. Marker's cell therapy technology is based on the selective expansion of non-engineered, tumor-specific T cells that recognize tumor associated antigens (i.e. tumor targets) and kill tumor cells expressing those targets. Once infused into patients, this population of T cells attacks multiple tumor targets and acts to activate the patient's immune system to produce broad spectrum anti-tumor activity. Because Marker does not genetically engineer its T cells, when compared to current engineered CAR-T and TCR-based approaches, its products (i) are significantly less expensive and easier to manufacture, (ii) appear to be markedly less toxic, and (iii) are associated with meaningful clinical benefit. As a result, Marker believes its portfolio of T cell therapies has a compelling therapeutic product profile, as compared to current gene-modified CAR-T and TCR-based therapies.

Marker is also advancing a number of innovative peptide- and gene-based immuno-therapeutics for the treatment of metastatic solid tumors, including the Folate Receptor Alpha program (TPIV200) for breast and ovarian cancers and the HER2/neu program (TPIV100/110) for breast cancer, currently in Phase II clinical trials. In parallel, we are developing a proprietary DNA expression technology named PolyStart™ that can enhance the ability of the immune system to recognize and destroy diseased cells.

**For additional information, please call toll free at (904) 862-6490 or visit: [markertherapeutics.com](http://markertherapeutics.com)**

To receive future press releases via email, please visit: <https://markertherapeutics.com/email-alerts/>

Follow us on Twitter @MRKRTherapeutic, or follow us on Facebook.

**Forward-Looking Statement Disclaimer**

*This release contains forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Statements in this news release concerning the Company's expectations, plans, business outlook or future performance, and any other statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters, are "forward-looking statements". Forward-looking statements include statements regarding our intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things: our research and development activities relating to our multi-tumor antigen specific T cell therapies; our TPIV200 and TPIV100/110 programs and our PolyStart™ program; the effectiveness of these programs or the possible range of application and potential curative effects and safety in the treatment of diseases; and, the timing and success of our clinical trials, as well as multi-tumor antigen specific T cell clinical trials conducted by Baylor College of Medicine. Forward-looking statements are by their nature subject to risks, uncertainties and other factors which could cause actual results to differ materially from those stated in such statements. Such risks, uncertainties and factors include, but are not limited to the risks set forth in the Company's most recent Form 10-K, 10-Q and other SEC filings which are available through EDGAR at [www.sec.gov](http://www.sec.gov). The Company assumes no obligation to update our forward-looking statements whether as a result of new information, future events or otherwise, after the date of this press release.*

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