

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

March 21, 2025

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, Suite BCM-A, MS: BCM251

Houston, Texas

(Address of principal executive offices)

77021

(Zip Code)

(713) 400-6400

Registrant's telephone number, including area code

(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 5.07 Submission of Matters to a Vote of Security Holders.

On March 21, 2025, the Company held a Special Meeting of Stockholders (the “Special Meeting”). At the Special Meeting, the stockholders considered one proposal, which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on February 4, 2025. Of the 10,709,005 shares outstanding as of the record date, 4,158,543 shares, or 38.83%, were present virtually or represented by proxy at the Special Meeting. Set forth below are the results of the matter submitted for a vote of stockholders at the Special Meeting.

Proposal 1: Approval, in accordance with Nasdaq Listing Rule 5635(d), of the issuance of the shares issuable upon exercise of (i) Series A Warrants to acquire 5,031,250 shares of Common Stock (the “Private Placement Warrants”) and (ii) Series B Warrants to acquire 3,247,445 shares of Common Stock (the “Pre-Funded Warrants”).

For Proposal 1, the votes were cast as follows:

	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstained</u>
Issuance of Private Placement and Pre-Funded Warrants	3,483,897	668,383	6,263

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: March 27, 2025

By: /s/ Juan Vera

Juan Vera

President and Chief Executive Officer
