

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Leen Ann M.</u> (Last) (First) (Middle) <u>5 WEST FORSYTH STREET</u> <u>SUITE 200</u> (Street) <u>JACKSONVILLE FL</u> <u>32202</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>12/21/2018</u>	3. Issuer Name and Ticker or Trading Symbol <u>Marker Therapeutics, Inc. [MRKR]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Scientific Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>1,993,059</u>	<u>D</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Warrants to Acquire Common Stock</u>	<u>10/17/2018</u>	<u>10/17/2023</u>	<u>Common Stock</u> <u>722,783</u>	<u>2.99</u>	<u>D</u>	
<u>Employee Stock Option (Right to Buy)⁽¹⁾</u>	<u>(1)</u>	<u>10/19/2028</u>	<u>Common Stock</u> <u>500,000</u>	<u>9.18</u>	<u>D</u>	

Explanation of Responses:

1. Represents options granted under the Company's 2014 Omnibus Stock Ownership Plan, as amended, that were granted in connection with entering into a consulting agreement with the Company to serve as the Company's Chief Scientific Officer. One quarter of the shares vest on the first anniversary of the grant date and the remainder of the shares subsequently vest in equal monthly installments over a three year period upon the continued performance of services by the Reporting Person to the Company through the vesting dates. The option exercise price is the closing price on the date of the grant, October 19, 2018.

Remarks:

* Mr. Mark A. Catchur is signing as Attorney-in-Fact pursuant to power of attorney dated December 21, 2018 granted by each Reporting Person, a copy of which is filed as an exhibit and incorporated herein by reference.

/s/ Mark A. Catchur as
Attorney-In-Fact for Ann M. Leen* 12/28/2018

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

POWER OF ATTORNEY FOR SECTION 16 FILINGS

The undersigned, **Ann M. Leen**, an individual, (the "Undersigned") does hereby make, constitute and appoint Mark A. Catchur, April Richards-Parker, Michael Loiacono and Elizabeth Donnelley, and each of them acting individually, his true and lawful attorneys for the purposes hereinafter set forth, effective as of this 21st day of December, 2018.

References in this power of attorney to "**attorney-in-fact**" are to each of the persons named above and to the person or persons substituted hereunder pursuant to the power of substitution granted herein.

The Undersigned hereby grants to the Attorney-in-Fact, for the Undersigned and in his name, place and stead the power:

- (1) prepare and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes, passwords, and passphrases enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Marker Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934. The Undersigned shall indemnify and hold harmless each attorney-in-fact for any exercise of the powers granted hereby.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney may be executed and delivered by facsimile, PDF or other electronic transmission and shall be deemed to have the same legal effect as delivery of an original signed copy of this Power of Attorney.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed on the date first written above.

By: /s/ Ann M. Leen
Name: Ann M. Leen

[Signature Page to Power of Attorney]
