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): September 27, 2021

ZIOPHARM Oncology, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-33038**	**84-1475642**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

One First Avenue **Parris Building 34, Navy Yard Plaza** **Boston, Massachusetts**	**02129**
(Address of Principal Executive Offices)	**(Zip Code)**

Registrant's Telephone Number, Including Area Code: 617 259-1970

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:

☐ 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	**ZIOP**	**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 2.05 Costs Associated with Exit or Disposal Activities.

On September 27, 2021, Ziopharm Oncology, Inc. (the "Company") announced a restructuring enabling the company to advance its TCR program. Approximately 60 positions have been eliminated, representing more than 50% of its workforce. The Company expects the changes will extend its cash runway into the first half of 2023. The Company estimates that it will incur total expenses relating to the restructuring of approximately $3.8 million for severance and termination-related costs. All the severance and termination-related costs represent cash expenditures. The Company expects to record these charges in the third quarter of 2021. The Company also announced the first patient in its TCR-T Library Phase I/II clinical trial is expected to be dosed in the first half of 2022, after experiencing unforeseen delays caused by its contract manufacturer. A copy of the press release announcing the restructuring and this estimated dosing schedule is attached as Exhibit 99 to this Current Report on form 8-K and is incorporated by reference to this item.

Forward-Looking Statements

The disclosure contained in this Current Report on Form 8-K contains certain forward-looking information about the Company that is intended to be covered by the safe harbor for "forward-looking statements" provided by the Private Securities Litigation Reform Act of 1995, as amended. Forward looking statements are statements that are not historical facts. Words such as "expect(s)," "feel(s)," "believe(s)," "will," "may," "anticipate(s)" and similar expressions are intended to identify forward-looking statements. These statements include, but are not limited to, statements regarding the benefits of the proposed restructuring program, the anticipated timing and details of the reduction in force, expected charges and costs associated with the reduction in workforce that the Company expects to incur in the second quarter of 2021. These statements are based on current expectations, estimates and projections about the Company's business based, in part, on assumptions made by management, and are subject to a number of risks and uncertainties. Factors that could cause actual results to differ materially from current expectations include possible changes in the expected costs and charges associated with the reduction in force, and risks associated with the Company's ability to achieve the expected benefits of the reduction in force and realignment of its resources. Additionally, these forward-looking statements should be considered in conjunction with the cautionary statements and risk factors described in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2021, as amended, and its other filings with the SEC.

Item 7.01 Regulation FD Disclosure.

On September 27, 2021, the Company issued a press release announcing the events set forth in Item 2.05. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	**Description**
99.1	Press Release of ZIOPHARM Oncology, Inc. dated September 27, 2021.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

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

ZIOPHARM ONCOLOGY, INC.

Date: September 27, 2021

By: /s/ Timothy Cunningham
Name: Timothy Cunningham
Title: Interim Chief Financial Officer

Exhibit 99.1

Ziopharm Oncology Announces Strategic Reduction in Workforce and Extension in Cash Runway

- *Over 50% reduction in personnel*
- *Cost reductions expected to extend the cash runway into the first half of 2023*
- *The first patient in its TCR-T Library Phase I/II clinical trial is expected to be dosed in 1H2022*

BOSTON and HOUSTON, September 27, 2021 -- Ziopharm Oncology, Inc. ("Ziopharm" or the "Company") (Nasdaq: ZIOP), today announced a restructuring enabling the company to advance its TCR program. Approximately 60 positions have been eliminated. The Company expects the changes will extend the cash runway into the first half of 2023.

Kevin S. Boyle, Sr., Chief Executive Officer, said, "We appreciate the many contributions the impacted employees made to Ziopharm and we commit to supporting these valued colleagues during this transition. We believe today's strategic decision was necessary to create an organization structured and staffed for success and focused on the goal of generating clinical data in our promising TCR-T Library program. I am confident in the ability of our highly talented team to execute our strategy."

"The Board is fully supportive of Kevin and this capital allocation strategy and creating focus at Ziopharm," said James Huang, Executive Chairman of the Board. "Ziopharm is singularly concentrated on being a leading TCR-T company and with this action today Kevin has demonstrated the strategic vision and leadership skills needed for our future."

The Company also announced the first patient in its TCR-T Library Phase I/II clinical trial is expected to be dosed in the first half of 2022 after experiencing unforeseen delays caused by inadequate resources at its contract manufacturer. The Company is continuing to invest in its own manufacturing capabilities to accelerate patient dosing and is committed to having internal manufacturing capabilities operational in the first half of 2022 to support the first patient dosing.

The Company is focused on executing on the following key strategic goals:

- Creating a robust Research & Development organization capable of generating IP for new TCRs targeting hotspot mutations
- Operationalizing internal manufacturing capable of supporting early-stage trials
- Generating clinical data in our TCR-T investigational trial
- Continuing transparent communication with our shareholders and serving as responsible stewards of capital

About Ziopharm Oncology, Inc.
Ziopharm is a clinical-stage oncology-focused cell therapy company, developing T-cell receptor (TCR) therapies based on its non-viral *Sleeping Beauty* gene transfer platform and its unique cancer hotspot Library, covering common tumor-related mutations in key oncolytic genes such as KRAS and TP53. The Company has clinical and strategic collaborations with the National Cancer Institute and The University of Texas MD Anderson Cancer Center. For more information, please visit www.ziopharm.com.

Forward-Looking Statements Disclaimer
This press release contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements are statements that are not historical facts, and in some cases can be identified by terms such as "may," "will," "could," "expects," "plans," "anticipates," and "believes." These statements include, but are not limited to, statements regarding the Company's business and strategic plans, the timing of activities relating to the Company's GMP facility, the execution of potential future partnerships or transactions, and the timing of the Company's research and development programs, including the anticipated dates for enrolling patients in the Company's TCR-T clinical trial. Although Ziopharm's management team believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of Ziopharm, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include, among other things, changes in the Company's operating plans that may impact its cash expenditures, the uncertainties inherent in research and development, future clinical data and analysis, including whether any of Ziopharm's product candidates will advance further in the preclinical research or clinical trial process, including receiving clearance from the U.S. Food and Drug Administration or equivalent foreign regulatory agencies to conduct clinical trials and whether and when, if at all, they will receive final approval from the U.S. FDA or equivalent foreign regulatory agencies and for which indication; the strength and enforceability of Ziopharm's intellectual property rights; competition from other pharmaceutical and biotechnology companies as well as risk factors discussed or identified in the public filings with the Securities and Exchange Commission made by Ziopharm, including those risks and uncertainties listed in the most recent Form 10-Q and Form 10-K filed by Ziopharm with the Securities and Exchange Commission. We are providing this information as of the date of this press release, and Ziopharm does not undertake any obligation to update or revise the information contained in this press release whether as a result of new information, future events, or any other reason.

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