

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under §240.14a-12

ZIOPHARM ONCOLOGY, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

On December 4, 2020, Ziopharm Oncology, Inc. posted the following material to www.ZiopharmForward.com.

Laurence James Neil Cooper, M.D., Ph.D.

CHIEF EXECUTIVE OFFICER AND DIRECTOR



Dr. Cooper has served as Ziopharm's Chief Executive Officer since May 2015 and as a director since October 2018. Prior to joining us, Dr. Cooper led the Pediatric Cell Therapy service (formally named the bone marrow transplantation ("BMT") program) as a tenured professor at the University of Texas M.D. Anderson Cancer Center ("MD Anderson"), where he had worked since 2006. In addition to caring for children, adolescents and young adults undergoing autologous and allogeneic BMT at MD Anderson, he led a laboratory translating immunology into clinical practice. This program had multiple investigator-initiated trials that infused T cells and NK cells to target malignancies. Dr. Cooper obtained his B.A. at Kenyon College in Gambier, Ohio and M.D. and Ph.D. degrees at Case Western Reserve University in Cleveland before training in Pediatric Oncology and BMT at the Fred Hutchinson Cancer Research Center in Seattle.

James Huang

DIRECTOR



Mr. Huang has served as a member of Ziopharm's Board since July 2020. Mr. Huang joined Kleiner Perkins Caufield & Byers China, or KPCB China, as a managing partner in 2011 and focuses on the firm's life sciences practice. Prior to joining KPCB China, Mr. Huang was a managing partner at Vivo Ventures, a venture capital firm specializing in life sciences investments. Before joining Vivo in 2007, Mr. Huang was president of Anesiva, a biopharmaceutical company focused on pain-management treatments. He also held senior roles in business development, sales, marketing and R&D with Tularik Inc. (acquired by Amgen), GlaxoSmithKline LLC, Bristol-Myers Squibb and ALZA Corp. (acquired by Johnson & Johnson). Mr. Huang is also founding and managing partner of Panacea Venture, a global venture fund focusing on investments in innovative and transformative early and growth stage healthcare and life science companies. Mr. Huang is Chairman of the Board at Windtree Therapeutics, Inc., JHL Biotech, Inc., Tactiva Therapeutics, LLC, and Chime Biologics Limited and Director at CASI Pharmaceuticals Inc. and XW Laboratories Inc. Mr. Huang received an M.B.A. from the Stanford Graduate School of Business and a B.S. degree in chemical engineering from the University of California, Berkeley.

Board of Directors

Ziopharm believes it has an active and experienced Board with members who are aligned with management, supportive of the Company's strategy and highly focused on what is best for shareholders and the long-term success of the Company. Ziopharm's Board currently consists of seven individuals who have extensive experience in finance, operations and healthcare, among other areas of expertise. The Board expects to continue to evolve to reflect the needs of its business as it advances into a commercial-stage company.

The Company believes that the directors that WaterMill is seeking to remove have a deep understanding of our complex and growing industry, bring a complementary array of skills and experience to the Board and have strong knowledge of the Company and its long-term strategy, pipeline, operations and employees, making these directors critical to the future success of the Company.

Ziopharm's Board currently consists of seven individuals who have extensive experience in finance, operations and healthcare, among other areas of expertise.



6 out of **7**
members are
NON-EMPLOYEES

Scott Tarriff

INDEPENDENT CHAIRMAN



Laurence James Neil Cooper, M.D., Ph.D.

CHIEF EXECUTIVE OFFICER AND DIRECTOR





Christopher Bowden, M.D.

DIRECTOR



J. Kevin Buchi

DIRECTOR



Heidi Hagen

DIRECTOR



James Huang

DIRECTOR



Mary Thistle

DIRECTOR



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