
**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): May 17, 2021

ZIOPHARM Oncology, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33038
(Commission
File Number)

84-1475642
(IRS Employer
Identification No.)

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

02129
(Zip Code)

(617) 259-1970
(Registrant's telephone number, including area code)

Not applicable
(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	ZIOP	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 (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

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 3.03 Material Modification to Rights of Security Holders.

At the 2021 Annual Meeting of Stockholders (the “Annual Meeting”) of Ziopharm Oncology, Inc. (the “Company”), held on May 19, 2021 and as further described in Item 5.07 below, upon the recommendation of the Company’s Board of Directors (the “Board”), the Company’s stockholders voted on and approved an amendment (the “Amendment”) to the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”) to increase the number of authorized shares of common stock from 250,000,000 shares to 350,000,000 shares.

The foregoing description of the Amendment is qualified, in its entirety, by the full text of the Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1 and is incorporated herein by reference.

The Amendment became effective on May 19, 2021 upon filing with the Secretary of State of the State of Delaware.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 17, 2021, the Board, following the recommendation of the Compensation Committee of the Board, granted Raffaele Baffa, M.D., Ph.D., the Company’s Chief Medical Officer, an equity award consisting of 80,645 shares of restricted common stock. Such shares shall vest in three equal installments on each of September 1, 2021, February 1, 2022 and May 1, 2022, subject to Dr. Baffa’s continued service through each such date. In addition, 100% of the shares shall vest in the case of either (i) a termination by the Company for a reason other than death, disability or “Cause,” or (ii) a resignation for “Good Reason,” in each case that occurs within 90 days prior to and in connection with a “Change of Control”, or within 18 months after the occurrence of a “Change of Control” (as each such term is defined in Dr. Baffa’s employment agreement).

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As described under Item 3.03, on May 19, 2021, the Company filed the Amendment with the Secretary of State of the State of Delaware. The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated by reference into this Item 5.03.

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

The Annual Meeting, at which a quorum was present, was held on May 19, 2021. The following is a brief description of the final voting results for each of the proposals submitted to a vote of the stockholders at the Annual Meeting.

At the Annual Meeting, the stockholders of the Company voted on the following four proposals: (1) to elect the Board’s seven nominees for director to hold office until the Company’s 2022 Annual Meeting of Stockholders (“Proposal 1”); (2) to ratify the selection by the Audit Committee of the Board of RSM US LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2021 (“Proposal 2”); (3) to approve, on an advisory basis, the compensation of the Company’s named executive officers as disclosed in the Company’s definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 7, 2021 (“Proposal 3”); and (4) to approve an amendment to the Company’s amended and restated certificate of incorporation to increase the authorized number of shares of common stock from 250,000,000 shares to 350,000,000 shares (“Proposal 4”). The final results of the voting on each proposal are set forth below.

Proposal 1 - Election of Directors

The Company's stockholders elected all seven persons listed below as directors, each to serve until the Company's 2022 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The votes cast were as follows:

<u>Nominee</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Christopher Bowden	102,582,739	3,325,046	60,075,163
Heidi Hagen	103,221,643	2,686,142	60,075,163
James Huang	104,703,359	1,204,426	60,075,163
Robert W. Postma	104,570,125	1,337,660	60,075,163
Mary Thistle	102,889,839	3,017,946	60,075,163
Jaime Vieser	104,386,306	1,521,479	60,075,163
Holger Weis	104,365,702	1,542,083	60,075,163

Proposal 2 - Ratification of the Selection by the Audit Committee of the Board of Directors of RSM US LLP as the Independent Registered Public Accounting Firm of the Company for its Fiscal Year Ending December 31, 2021

The Company's stockholders approved Proposal 2. The votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
1 64,725,373	748,974	508,601	—

Proposal 3 - Advisory Vote on Executive Compensation

The Company's stockholders approved, on a non-binding advisory basis, Proposal 3. The votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
98,887,173	6,555,935	464,677	60,075,163

Proposal 4 - Approval of Certificate of Amendment of the Amended and Restated Certificate of Incorporation to Increase the Total Number of Authorized Shares of Common Stock from 250,000,000 Shares to 350,000,000 Shares

The Company's stockholders approved Proposal 4. The votes cast were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
158,084,452	7,574,791	323,705	—

No other items were presented for stockholder approval at the Annual Meeting.

Item 7.01 Regulation FD Disclosure.

On May 19, 2021, the Company issued a press release announcing the results of the Annual Meeting and highlighting the Company's business strategy.

A copy of the press release is furnished hereto as Exhibit 99.1 to this Current Report on Form 8-K. The information in this Item 7.01 and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Forward-Looking Statements

This Current Report on Form 8-K, including Exhibit 99.1, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as “may,” “will,” “believe,” “expect,” “plan,” “anticipate” and similar expressions (as well as other words or expressions referencing future events or circumstances) are intended to identify forward-looking statements. Forward-looking statements may include statements regarding the Company’s business strategy; the progress, timing, development of the Company’s product candidates and pipeline programs; scope of clinical trials and the reporting of clinical data; the potential clinical benefit of the Company’s product candidates and pipeline programs; regulatory development; the success of any licensing or partnering opportunities; and the potential commercialization of product candidates and pipeline programs. Each of these forward-looking statements involves risks and uncertainties. Additional information regarding these risks and uncertainties are described in the Company’s filings with the Securities and Exchange Commission (the “SEC”), including in the “Risk Factors” sections of the Company’s filings with the SEC. The Company assumes no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Amendment to Amended and Restated Certificate of Incorporation effective as of May 19, 2021
99.1	Press Release of Ziopharm Oncology, Inc. dated May 19, 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 hereunto duly authorized.

ZIOPHARM ONCOLOGY, INC.

By: /s/ Robert Hadfield

Name: Robert Hadfield

Title: Chief Legal Officer

Date: May 21, 2021

**CERTIFICATE OF AMENDMENT OF THE RESTATED
CERTIFICATE OF INCORPORATION OF ZIOPHARM ONCOLOGY, INC.**

(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)

Ziopharm Oncology, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "General Corporation Law"),

DOES HEREBY CERTIFY:

1. A resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the General Corporation Law proposing this Amendment of the Restated Certificate of Incorporation and declaring the advisability of this Amendment of the Restated Certificate of Incorporation, and authorizing the appropriate officers of the Corporation to solicit the consent of the shareholders therefor, which resolution setting forth the proposed amendment is as follows:

RESOLVED, that the first paragraph of section four of the Restated Certificate of Incorporation of the Corporation, as amended, be and it hereby is, deleted in its entirety and the following paragraph is inserted in lieu thereof:

"4. *Number of Shares.* The total number of shares of all classes of stock that the Corporation shall have authority to issue is Three Hundred Eighty Million (380,000,000) shares consisting of: Three Hundred Fifty Million (350,000,000) shares of common stock, \$.001 par value per share ("Common Stock"); and Thirty Million (30,000,000) shares of preferred stock, \$.001 par value per share ("Preferred Stock").

2. This Certificate of Amendment of the Restated Certificate of Incorporation has been duly adopted by the shareholders of the Corporation in accordance with the provisions of Section 242 of the General Corporation Law.

[Remainder of page intentionally blank]

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be signed by its Chief Executive Officer this 19th day of May, 2021.

/s/ Heidi Hagen

Heidi Hagen

Interim Chief Executive Officer



Ziopharm Oncology Reinforces Clear and Bold Vision for Delivering Value at Annual Shareholders Meeting

– Highlighted distinctive cellular therapy program, market opportunity and value proposition

– Shared optimistic outlook and commitment to deliver value to shareholders

– Encouraged by overwhelming vote of shareholders in favor of the Company proposals on all matters

Boston, May 19, 2021 — Ziopharm Oncology, Inc. (“Ziopharm” or the “Company”) (Nasdaq: ZIOP), today held its annual shareholders meeting and reinforced its plan and vision for the Company developed and endorsed by the Board and management team. In addition, shareholders approved all of the Company’s proposals presented at the meeting.

Results of Proxy Voting

- The proposal to elect Christopher Bowden, Heidi Hagen, James Huang, Robert W. Postma, Mary Thistle, Jaime Vieser, and Holger Weis as Company directors was carried.
- The selection of RSM US LLP as the Company’s independent registered public accounting firm for the 2021 fiscal year was ratified.
- The resolution concerning the advisory vote on the executive compensation of the Company’s named executive officers was approved.
- The amendment to the Company’s amended and restated certificate of incorporation to increase the authorized number of shares of common stock was approved.

Remarks by Interim Chief Executive Officer Heidi Hagen

Heidi Hagen, Interim Chief Executive Officer, provided a set of remarks laying out the progress the Company has made in the past six months, a bold vision for delivering shareholder value, and broader perspectives on the commercial prospects of the Company’s two key investigational cellular therapies.

Ms. Hagen commented during the meeting, “This is a different company than it was when we met a year ago and more importantly, this is a different company than it was six months ago. We are convinced of that. We are building off a strong legacy of scientific innovation that we continue to grow, and pivoting to a more commercially-focused, clinical stage, operational Company, with clear objectives and priorities.”

Ms. Hagen also remarked on the belief in the market and commercial opportunity of the Company's two key investigational programs, its CD19 RPM CAR-T therapy, currently in a Phase I trial being conducted by the Company's Joint Venture partner, Eden BioCell, and its TCR-T Library therapy, currently in a Phase I/II trial being conducted at MD Anderson.

Regarding the Company's CD19 RPM CAR-T therapy, Ms. Hagen commented, "It is well documented that the existing CD19 companies and therapies are 'curative' and scientifically groundbreaking, which is why KITE and JUNO sold for a combined price of more than \$20 billion. However, the cost and complexity of these current products is way too high and the commercial introduction and performance of these first generation CD19 CAR-T therapies have not been able to overcome these challenges.

The real need in the market is to have the therapy available at a fraction of the cost to patients, while lowering the complexity to eventually allow for better patient access through treatment in any city hospital or even an oncologist's office. Our *Sleeping Beauty* / membrane bound IL15 platform, we believe, addresses these challenges. This combination has the potential to be administered to patients without lymphodepletion, in a matter of days, in a local setting and at a more accessible cost."

Regarding the Company's Library TCR-T therapy and Phase I/II trial, Ms. Hagen commented, "Our current TCR hotspot library could potentially cover about 100,000 new cases of solid tumor cancer a year in the US alone. And as our library grows, that growth becomes a force multiplier of the value of our technology. This is truly a foundational trial with building momentum in the development and ultimately the commercialization of a potentially transformational therapy."

Ms. Hagen also commented on the capital planning strategy of the Company, saying, "It is encouraging that shareholders gave overwhelming support to the Company's request to authorize additional shares. On behalf of the Board, the management team and the Company, thank you for your trust and rest assured these shares will be used judiciously."

After the meeting, Executive Chairman of the Board, James Huang, said, "We were pleased to see the results of the voting and to have Heidi share comments on behalf of the management team and Board. I said earlier this year that we have the opportunity to build the oncology company of the future, and I am encouraged by the tremendous progress made in the past six months. Based on my experience in the sector, I believe this Company is on a clear path to delivering significant value to shareholders."

Shareholders and other interested parties will be able to view the webcast replay beginning May 20, 2021 by visiting www.virtualshareholdermeeting.com/ZIOP2021.

About Ziopharm Oncology, Inc. Ziopharm is developing non-viral and cytokine-driven cell and gene therapies that weaponize the body's immune system to treat the millions of people globally diagnosed with cancer each year. With its multiplatform approach, Ziopharm is at the forefront of immuno-oncology. Ziopharm's pipeline is built for commercially scalable, cost effective T-cell receptor T-cell therapies based on its non-viral Sleeping Beauty gene transfer platform, a rapidly manufactured Sleeping Beauty-enabled CD19-specific CAR-T program and a precisely controlled IL-12 gene therapy. The Company has clinical and strategic collaborations with the National Cancer Institute, The University of Texas MD Anderson Cancer Center and Regeneron Pharmaceuticals. 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 potential commercial opportunity and treatment benefits of our cell therapy programs, the expected growth of our TCR-T library, the use of our authorized shares and our ability to deliver future value to shareholders. 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 Ziopharm’s Quarterly Report on Form 10-Q 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.

Investor Relations Contacts:

Adam D. Levy, Ph.D., MBA

EVP, Investor Relations and Corporate Communications

T: 508.552.9255

E: alevy@ziopharm.com