

**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): March 29, 2023

Alaunos Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33038
(Commission
File Number)

84-1475642
(IRS Employer
Identification No.)

**8030 El Rio Street
Houston, TX 77054**
(Address of principal executive offices, including zip code)

(346) 355-4099
(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 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	TCRT	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Christopher Bowden's Resignation

On March 29, 2023, Christopher Bowden, M.D. delivered notice of his resignation from the board of directors (the "Board") of Alaunos Therapeutics, Inc. (the "Company"), effective March 30, 2023. Dr. Bowden's resignation from the Board did not result from any disagreement with the Company. The Company thanks Dr. Bowden for his service and wishes him well in his future endeavors.

Appointment of Robert Hofmeister

On March 30, 2023, the Board appointed Robert Hofmeister, Ph.D., as a director of the Company effective immediately. Dr. Hofmeister fills the vacancy created by Dr. Bowden's resignation. Dr. Hofmeister was also appointed to the Corporate Governance and Nominating Committee and the Compensation Committee of the Board, replacing Dr. Bowden. The Board has determined that Dr. Hofmeister meets the requirements for independence under the applicable listing standards of the Nasdaq Stock Market LLC and the Securities and Exchange Act of 1934, as amended.

As a non-employee director, Dr. Hofmeister will participate in the Company's compensation program applicable to all non-employee directors, which is summarized below. Under the Company's non-employee director equity compensation program, each non-employee director receives a base annual cash retainer of \$50,000. Board committee members receive additional annual cash compensation for service on Board committees as follows: Audit Committee: \$12,000 (member) or \$20,000 (chair); Compensation Committee: \$9,000 (member) or \$15,000 (chair); and Corporate Governance and Nominating Committee: \$6,000 (member) or \$10,000 (chair). In addition, Dr. Hofmeister will be granted an initial grant of a stock option to purchase 150,000 shares of common stock of the Company (the "Initial Grant"). Dr. Hofmeister will also receive a pro-rated annual grant of a stock option to purchase 16,667 shares of common stock of the Company (the "Annual Grant"). The Initial Grant will vest in equal monthly installments on the monthly anniversary of the grant date over 36 months. The Annual Grant will vest in two equal installments on April 30, 2023 and May 30, 2023. In the case of the Initial Grant and the Annual Grant, vesting is subject to Dr. Hofmeister's continued service through each applicable vesting date. In the event of a change in control (as defined in the Company's 2020 Equity Incentive Plan), the stock option may vest in full according to the terms of the Company's 2020 Equity Incentive Plan. Beginning with the Company's annual meeting of stockholders in 2023, Dr. Hofmeister will be eligible for equity awards on the same terms as other continuing members of the Board.

There are no arrangements or understandings between Dr. Hofmeister and any other person pursuant to which Dr. Hofmeister was selected as a director, and there are no transactions between Dr. Hofmeister and the Company that would require disclosure under Item 404(a) of Regulation S-K. In addition, the Company has entered into an indemnification agreement with Dr. Hofmeister in connection with his appointment to the Board, which is substantially the same form as that entered into with other directors of the Company.

On March 30, 2023, the Company issued a press release announcing Dr. Bowden's resignation and Dr. Hofmeister's appointment as a director. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release of Alaunos Therapeutics, Inc., dated March 30, 2023.
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.

Alaunos Therapeutics, Inc.

Date. March 30, 2023

By: /s/ Melinda Lackey

Name: Melinda Lackey

Title: Senior Vice President, Legal and Administrative

Alaunos Therapeutics Appoints Dr. Robert J. Hofmeister to Board of Directors

Industry leader brings more than 25 years of scientific leadership and expertise in T-cell therapy development

HOUSTON, March 30, 2023 – Alaunos Therapeutics, Inc. (“Alaunos” or the “Company”) (Nasdaq: TCRT), a leading T-cell receptor (TCR) cell therapy company advancing a clinical-stage pipeline of therapeutics for solid tumors, today announced the appointment of Robert J. Hofmeister, PhD, MS, Chief Scientific Officer of a stealth early stage biotechnology company, to the Company’s Board of Directors, effective immediately. Dr. Hofmeister will replace Chris Bowden, MD.

“We extend our gratitude to Chris for his invaluable contributions to Alaunos during his tenure, and welcome Robert to the Alaunos Board,” said Kevin S. Boyle, Sr., Chief Executive Officer of Alaunos. “Robert brings deep expertise in the discovery and development of engineered T-cell receptor therapies and a background in cellular immunology and translational science. We look forward to leveraging his insights and experience to help accelerate expanding our library of TCRs and advancing our TCR-T Library Phase 1/2 trial.”

Prior to joining his current company, Dr. Hofmeister spent almost seven years in scientific leadership at TCR² Therapeutics, a company developing novel therapies leveraging the TCR complex to fight both solid tumors and hematologic malignancies, culminating in the role of Chief Scientific Officer. As the first TCR² employee, he was instrumental in building and leading the R&D function and driving the development of its proprietary TRuC® -T cell platform and its TC-210 program from concept to first cleared Investigational New Drug (IND) application. As part of the executive leadership team, he also contributed to successfully taking the company public and securing growth capital.

“Alaunos is at the forefront of the science and development of T-cell therapies, an exciting space I am passionate about and in which I have spent decades working,” said Dr. Hofmeister. “With proprietary platforms, an industry-leading library of TCRs, and the first TCR-T clinical trial in solid tumors targeting driver mutations with promising early clinical data, Alaunos has made significant progress. I look forward to working alongside the executive team and my fellow Board members to help Alaunos realize its mission to revolutionize the treatment of solid tumors.”

Earlier in his career, Dr. Hofmeister held various roles at EMD Serono where he was involved in the development of now approved Bavencio (avelumab) and building the company’s immuno-oncology platform. He began his biotech career at Micromet AG, now Amgen Research Munich, where he helped shape the development of Blincyto, the first FDA-approved bispecific antibody for the treatment of refractory ALL. Dr. Hofmeister received his Ph.D. from the University of Regensburg in Germany and completed a postdoctoral fellowship at the National Cancer Institute.

About Alaunos Therapeutics, Inc.

Alaunos Therapeutics is a leader in the science of T-cell receptor (TCR) cell therapy working to revolutionize solid cancer treatment and outcomes. The clinical-stage company’s TCR T-cell therapy (TCR-T) is one of the most advanced TCR programs targeting driver mutations in solid tumors with an ongoing Phase 1/2 trial of its TCR-T product candidates across six solid cancers. Alaunos is powered by two proprietary platforms: its elegantly efficient non-viral *Sleeping Beauty* cell engineering platform; and its hunTR® discovery platform, which is expanding its industry-leading library of TCRs against high-frequency driver mutations. Alaunos is a part of an ongoing collaboration with the National Cancer Institute (NCI), part of the National Institutes of Health (NIH), working to advance the science of TCR therapy. For more information, visit www.alaunos.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," "believes" or other words or terms of similar meaning. These statements include, but are not limited to, statements regarding the Company's business and strategic plans, the anticipated outcome of preclinical and clinical studies by the Company or its third-party collaborators, the Company's manufacturing capabilities and the timing of the Company's research and development programs, including the expected timeline for enrolling and dosing patients, submitting and receiving approvals on INDs and similar regulatory submissions and the timing and forums for announcing data from the Company's clinical trials. Although the management team of Alaunos 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 Alaunos, 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 Alaunos' 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. Food and Drug Administration or equivalent foreign regulatory agencies and for which indication; the strength and enforceability of Alaunos' intellectual property rights; and 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 Alaunos, including those risks and uncertainties listed in the most recent periodic report filed by Alaunos with the Securities and Exchange Commission. Alaunos is providing this information as of the date of this press release, and Alaunos 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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