

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN CONSENT STATEMENT

SCHEDULE 14A INFORMATION

Consent 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 Consent Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Consent Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

ZIOPHARM ONCOLOGY, INC.

(Name of Registrant as Specified in Its Charter)

ROBERT W. POSTMA
WATERMILL ASSET MANAGEMENT CORP.
JAIME VIESER
HOLGER WEIS

(Name of Persons(s) Filing Consent 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:

Item 1: On December 17, WaterMill Asset Management Corp. ("WaterMill") issued the following press release:

WaterMill Asset Management Issues Statement Regarding Consent Solicitation at Ziopharm Oncology

Highlights That Holders of More Than 50% of Ziopharm's Outstanding Shares Consented to Adding Each of WaterMill's Director Candidates

Thanks Shareholders for Significant Support and Reaffirms Commitment to Always Doing What is Best for Ziopharm

NEW YORK--(BUSINESS WIRE)--WaterMill Asset Management Corp. (together with its affiliates, "WaterMill" or "we"), a sizable and long-term shareholder of Ziopharm Oncology, Inc. (NASDAQ: ZIOP) ("Ziopharm" or the "Company"), today announced that it received the requisite number of written consents to add all three of its director candidates – Robert Postma, Jaime Vieser and Holger Weis – to the Company's Board of Directors (the "Board"). Although each member of WaterMill's slate received support from holders of more than 50% of Ziopharm's outstanding shares, only Messrs. Vieser and Weis are able to join as directors due to the Company's Board currently being capped at eight members. WaterMill also received the requisite number of consents to remove Scott Tariff from the Board.

Robert Postma, principal and founder of WaterMill, commented:

"We are pleased that Jaime and Holger have joined Ziopharm's Board at this critical point in time. Jaime's capital allocation acumen, ownership perspectives and turnaround experience will be tremendous assets in the boardroom. Holger's c-level background in the life sciences sector, commercial intensity and finance expertise will also be extremely helpful in the pivotal months to come. They are fully committed to putting this contest behind them and immediately helping the Board chart the right path forward. Now that nearly 40% of the Board has been refreshed in recent weeks, Ziopharm should be well-positioned to begin enhancing its corporate governance and prioritizing strategic initiatives that are most likely to create meaningful near-term value for shareholders, providers and patients."

Mr. Postma concluded:

"WaterMill also wants to take this opportunity to thank its fellow shareholders for their incredibly thoughtful engagement throughout this process. While we anticipate that many supportive shareholders will be disappointed that our full slate is not joining the Board at this time, WaterMill is constructively engaging with Ziopharm to try to ensure that the message sent by a critical mass of investors is respected. WaterMill remains committed to always doing what is best for Ziopharm."

Contacts

For Investors:

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For Media:

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Item 2: Also on December 17, 2020, WaterMill posted the following materials to www.FixZiopharm.com:

FIX ZIOPHARM CASE FOR CHANGE OUR DIRECTOR CANDIDATES RESOURCES CONTACT HOW TO CONSENT

RESOURCES

Important Materials

- [WaterMill Asset Management Issues Statement Regarding Consent Solicitation at Ziopharm Oncology](#) | December 17, 2020
- [WaterMill Asset Management Addresses Ziopharm Oncology's Latest Distortion and Recent Threat](#) | December 12, 2020
- [WaterMill Asset Management Reinforces the Need for Meaningful and Urgent Change at Ziopharm Oncology](#) | December 8, 2020
- [Glass Lewis Recommends Ziopharm Shareholders Vote on the WHITE Consent Card for All of WaterMill's Director Candidates and Proposals](#) | December 2, 2020
- [WaterMill Asset Management Sends Letter to Ziopharm Oncology Shareholders](#) | December 2, 2020
- [WaterMill Asset Management Refutes Ziopharm Oncology's Desperate, Low-Road Sinear Campaign](#) | November 28, 2020
- [ISS Recommends Ziopharm Shareholders Vote for Change on WaterMill Asset Management's WHITE Consent Card](#) | November 25, 2020
- [Presentation: Reinforcing The Need For Urgent Change Atop Ziopharm Oncology](#) | November 24, 2020
- [Presentation: The Need for Change Atop Ziopharm](#) | November 19, 2020
- [WaterMill Asset Management Releases Presentation Detailing the Case for Urgent Change Atop Ziopharm Oncology](#) | November 19, 2020
- [WaterMill Asset Management Releases Candid Q&As with Each of Its Director Candidates for Election to Ziopharm Oncology's Board](#) | November 12, 2020

FIX ZIOPHARM CASE FOR CHANGE OUR DIRECTOR CANDIDATES RESOURCES CONTACT HOW TO CONSENT

- [WaterMill Asset Management Releases Candid Q&As with Each of Its Director Candidates for Election to Ziopharm Oncology's Board](#) | November 12, 2020
- [WaterMill Asset Management Sends Letter to Ziopharm Oncology Shareholders](#) | November 5, 2020
- [WaterMill Asset Management Launches Consent Solicitation to Reconstitute the Board of Directors of Ziopharm Oncology](#) | November 2, 2020
- [WaterMill Definitive Consent Statement](#) | October 30, 2020

Shareholder Support

- White Rock Capital (2.85%)**
[White Rock Capital Supports WaterMill's Case for Change at Ziopharm Oncology](#) | November 19, 2020
- Level One Partners, LLC (4.98%)**
[Level One Partners Supports Watermill's Proposal for Ziopharm Oncology](#) | November 13, 2020
- Discovery Capital Management (4.97%)**
[Discovery Capital Management Will Vote For All of WaterMill's Stated Proposals at Ziopharm Oncology](#) | November 10, 2020

Recent News Coverage

- [Minority Investor WaterMill succeeds in activist attack of Ziopharm, winning two board seats and removal of chairman](#) | Endpoints News | December 17, 2020
- [WaterMill Could Follow Ziopharm Win With Another Contest](#) | The Deal | December 17, 2020

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- [WaterMill Could Follow Ziopharm Win With Another Contest](#) | The Deal | December 17, 2020
- [Activist holder wins Ziopharm Oncology board seats](#) | Seeking Alpha | December 17, 2020
- [WaterMill wins 2 seats at Ziopharm](#) | Activist Insight | December 17, 2020
- [WaterMill makes case for board refreshment at Ziopharm](#) | November 5, 2020 | Activist Insight
- [WaterMill Seeks Board Refresh at Ziopharm Oncology](#) | The Deal | November 2, 2020
- [WaterMill, Ziopharm trade barbs](#) | Activist Insight | November 2, 2020

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IMPORTANT MATERIALS

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