

ZIOPHARM ONCOLOGY INC  
Form 8-K  
September 24, 2018

**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 18, 2018**

**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)).  
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.

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

*Approval of Amendment to 2012 Equity Plan*

As described in Item 5.07 below, at the 2018 Annual Meeting of Stockholders (the *Annual Meeting*) of Ziopharm Oncology, Inc. (the *Company*) held on September 18, 2018, the *Company*'s stockholders approved an amendment to the *Company*'s 2012 Equity Incentive Plan, as amended (the *Equity Plan*) to increase the aggregate number of shares of common stock authorized for issuance thereunder from 9,000,000 shares to 14,000,000 shares. A summary of the material terms and conditions of the *Equity Plan* can be found under the heading *Proposal No. 4. Amendment to 2012 Equity Incentive Plan* in the *Company*'s definitive proxy statement for the *Annual Meeting* filed with the Securities and Exchange Commission (the *SEC*) on August 8, 2018 (the *Proxy Statement*), as amended by the supplement to the *Proxy Statement* filed by the *Company* with the *SEC* on August 29, 2018, and such description is incorporated herein by reference.

The amendment to the *Equity Plan* had been previously approved, subject to stockholder approval, by the *Company*'s board of directors. The amendment to the *Equity Plan* became effective immediately upon stockholder approval at the *Annual Meeting*. The *Equity Plan*, as amended, is filed herewith as Exhibit 10.1, and is incorporated herein by reference.

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

At the *Annual Meeting*, at which a quorum was present, the stockholders of the *Company* voted on the following five proposals:

to elect the board's five nominees for director to hold office until the *Company*'s 2019 annual meeting of stockholders and until their successors are duly elected and qualified ( *Proposal 1* );

to ratify 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, 2018 ( *Proposal 2* );

to approve, on an advisory basis, the compensation of the *Company*'s named executive officers as disclosed in the *Proxy Statement* ( *Proposal 3* );

to approve an amendment to the *Company*'s *Equity Plan* to increase the aggregate number of shares of common stock authorized for issuance thereunder from 9,000,000 shares to 14,000,000 shares ( *Proposal 4* ); and

to elect the board's additional nominee for director to hold office until the *Company*'s 2019 annual meeting of stockholders and until his successor is duly elected and qualified ( *Proposal 5* ).

The final results of the voting with respect to each proposal are set forth below.

**Proposal 1 Election of Directors**

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The Company's stockholders elected the five persons listed below as directors, each to serve until the Company's 2019 annual meeting of stockholders and until their respective successors are duly elected and qualified. The votes cast were as follows:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
James A. Cannon	46,569,033	11,981,600	68,009,573
Elan Z. Ezickson	56,021,778	2,528,855	68,009,573
Randal J. Kirk	49,242,415	9,308,218	68,009,573
Douglas W. Pagán	56,007,297	2,543,336	68,009,573
Scott Tarriff	47,624,167	10,926,466	68,009,573

There were no abstentions with respect to Proposal 1.

**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, 2018**

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

<b>For</b>	<b>Withheld</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
118,185,828	7,767,427	606,951	

**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:

<b>For</b>	<b>Withheld</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
37,731,312	20,052,053	767,268	68,009,573

**Proposal 4 Amendment to 2012 Equity Incentive Plan**

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

<b>For</b>	<b>Withheld</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
48,885,905	8,914,852	749,876	68,009,573

**Proposal 5 Election of an Additional Director**

The Company's stockholders elected Dr. Scott Braunstein to serve until the Company's 2019 annual meeting of stockholders and until his successor is duly elected and qualified. The votes cast were as follows:

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Scott Braunstein	43,825,563	833,099	81,809,542

There were no abstentions with respect to Proposal 5.

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

**Item 8.01 Other Events.**

In connection with the appointments of Scott Braunstein, Elan Z. Ezickson and Douglas W. Pagán to the Company's board of directors as described in Item 5.07, the board reconstituted its standing committees, effective September 18, 2018, as follows:

Audit Committee	Compensation Committee	Corporate Governance and Nominating Committee
Douglas W. Pagán (chair)	Scott Tarriff (chair)	Scott Tarriff (chair)
James A. Cannon	James A. Cannon	Elan Z. Ezickson
Scott Braunstein		

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No.	Description
10.1	<u>Ziopharm Oncology, Inc. 2012 Equity Incentive Plan, as amended.</u>

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: General Counsel and Secretary

Date: September 24, 2018