

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

June 3, 2019

(Date of Report - date of earliest event reported)

Aptose Biosciences Inc.

(Exact Name of Registrant as Specified in Its Charter)

Canada

(State or Other Jurisdiction of
Incorporation or Organization)

001-32001

(Commission File Number)

98-1136802

(I.R.S. Employer
Identification No.)

251 Consumers Road, Suite 1105

Toronto, Ontario M2J 4R3

Canada

(Address of Principal Executive Offices)

M2J 4R3

(Zip Code)

(647) 479-9828

(Registrant's Telephone Number, Including Area Code)

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Shares, no par value	APTO	The Nasdaq Stock Market

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.

(c) Appointment of Certain Officers.

On June 3, 2019, Aptose Biosciences Inc. (the "Company") appointed Jotin Marango, M.D., Ph.D. as the Company's Senior Vice President, Chief Business Officer. In connection with this appointment, the Company and Dr. Marango entered into an employment agreement on June 3, 2019 (the "Employment Agreement"). Dr. Marango, age 40, most recently served as a senior research analyst covering biotechnology and therapeutics at ROTH Capital Partners from 2017 to 2019 and prior to that as an equity analyst covering hematology, oncology and pulmonary therapeutics at H.C. Wainwright & Co. from 2015 to 2017.

Dr. Marango's term of employment commenced on June 3, 2019, and will continue for an indefinite period until terminated pursuant to the terms of the employment agreement. During the term of his employment, Dr. Marango will receive an annual base salary of \$390,000 and will be eligible to receive an annual discretionary bonus in an amount up to 40% of his base salary, to be determined at the discretion of the Company's board of directors in accordance with individual, department and/or Company performance criteria. In the event of Dr. Marango's termination of employment by the Company without cause or by Dr. Marango for "good reason" and subject to his execution and non-revocation of a release of claims, Dr. Marango will be entitled to a lump sum cash payment equal to his annual base salary at the time of termination, a lump sum cash payment equal to the average of his last three annual bonus payments and payment of monthly COBRA insurance premiums for up to twelve months.

Pursuant to the Employment Agreement and subject to approval by the board of directors, Dr. Marango will be awarded (i) a stock option grant of 320,000 common shares of the Company at an exercise price equal to the fair market value of the common shares as determined by the board of directors on the date of grant and subject to the Company's standard four-year vesting schedule and (ii) 80,000 restricted stock units, 40,000 of which will be fully vested 3 months from the date of grant and 40,000 of which will vest on the first anniversary of the date of Dr. Marango's commencement of employment. Each award will be subject to the terms and conditions of the Company's Share Option Plan. In addition, during and following termination of his employment, Dr. Marango is subject to non-solicitation and non-competition covenants and a separate confidentiality agreement under the Employment Agreement.

The foregoing description of the Employment Agreement does not purport to be complete and is qualified in all respects by reference to the full text of the Employment Agreement, a copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the second quarter of 2019.

There is no arrangement or understanding between Dr. Marango and any other person pursuant to which he was selected to serve as an officer of the Company.

Dr. Marango does not have any family relationships with any of the Company's directors or executive officers and is not a party to any transactions listed in Item 404(a) of Regulation S-K.

Item 8.01 Other Events.

On June 3, 2019, the Company issued a press release relating to the announcement described in Item 5.02. The release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1. Press release, dated June 3, 2019

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.

Date: June 3, 2019

APTOSE BIOSCIENCES INC.

By: /s/ Gregory K. Chow
Name: Gregory K. Chow
Title: Senior Vice President & Chief Financial Officer

EXHIBIT INDEX

Exhibit No.
99.1

Description
Press release, dated June 3, 2019



For Immediate Release

Aptose Appoints Jotin Marango, M.D., Ph.D. as Chief Business Officer

SAN DIEGO and TORONTO, June 3, 2019 – Aptose Biosciences Inc. (NASDAQ: APTO, TSX: APS), a clinical-stage company developing highly differentiated therapeutics targeting the underlying mechanisms of cancer, today announced the appointment of Jotin Marango, M.D., Ph.D., to the position of Senior Vice President, Chief Business Officer, effective immediately. In his role as a member of the executive leadership team, Dr. Marango is responsible for Aptose's corporate and business development initiatives, including licensing and alliance management, business and product strategy, as well as market and competitive intelligence.

"Joti's deep understanding of the biotechnology landscape and hematology/oncology space specifically, will serve Aptose well during this next phase of corporate development and as our investigational products approach important clinical milestones," said William G. Rice, Ph.D., Chairman, President and Chief Executive Officer. "His character, culture and experience nicely complement our existing team and we're delighted to have successfully recruited him to join us as part of the senior management team."

Dr. Marango brings to Aptose many years of industry experience, most recently as a senior research analyst at ROTH Capital Partners, where he covered biotechnology and therapeutics. Dr. Marango joined Roth from H.C. Wainwright & Co., where as an equity analyst he covered hematology, oncology, and pulmonary therapeutics, with a particular focus on epigenetic and molecularly targeted therapies. He began his career in equity research with Collins Stewart/Canaccord Genuity. Prior, Dr. Marango also served as Chief Operating Officer at the Samuel Waxman Cancer Research Foundation, where he oversaw academic collaborations in translational therapeutics, as well as venture philanthropy initiatives in drug development. Dr. Marango studied theoretical chemistry and classical literature at Harvard University, and later received his M.D. and Ph.D. degrees from the Mount Sinai School of Medicine in New York.

"I am excited for the opportunity to join Aptose as we advance first-in-class anticancer agents into and through clinical trials," said Dr. Marango. "The Aptose management team has been diligent in their preclinical development of investigational products CG-806 and APTO-253, both of which have shown promise for hematological malignancies and are currently in clinical development. I very much look forward to working with them through the next phase of the company's growth at this critical point in their evolution."

About Aptose

Aptose Biosciences is a clinical-stage biotechnology company committed to developing personalized therapies addressing unmet medical needs in oncology, with an initial focus on hematology. The company's small molecule cancer therapeutics pipeline includes products designed to provide single agent efficacy and to enhance the efficacy of other anti-cancer therapies and regimens without overlapping toxicities. The company has two clinical-stage investigational products for hematologic malignancies: CG-806, an oral, first-in-class pan-FLT3/pan-BTK multi-cluster kinase inhibitor, is in a Phase I trial in patients with relapsed or refractory B cell malignancies, including chronic lymphocytic leukemia (CLL), small lymphocytic lymphoma (SLL) and non-Hodgkin lymphoma (NHL), who have failed or are intolerant to standard therapies; APTO-253, the only clinical stage agent that directly targets the MYC oncogene and inhibits its expression, is in a Phase 1b clinical trial for the treatment of patients with relapsed or refractory acute

myeloid leukemia (AML) or high risk myelodysplastic syndrome (MDS). For further information, please visit www.aptose.com.

Forward Looking Statements

This press release may contain forward-looking statements within the meaning of Canadian and U.S. securities laws, including, but not limited to, statements regarding our clinical milestones and potential and favorable properties of the Company's investigational products as well as statements relating to the Company's plans, objectives, expectations and intentions and other statements including words such as "continue", "expect", "intend", "will", "should", "would", "may", "potential" and other similar expressions. Such statements reflect our current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements described in this press release. Such factors could include, among others: our ability to obtain the capital required for research and operations; the inherent risks in early stage drug development including demonstrating efficacy; development time/cost and the regulatory approval process; the progress of our clinical trials; our ability to find and enter into agreements with potential partners; our ability to attract and retain key personnel; changing market and economic conditions; inability of new manufacturers to produce acceptable batches of GMP in sufficient quantities; unexpected manufacturing defects; and other risks detailed from time-to-time in our ongoing quarterly filings, annual information forms, annual reports and annual filings with Canadian securities regulators and the United States Securities and Exchange Commission.

Should one or more of these risks or uncertainties materialize, or should the assumptions set out in the section entitled "Risk Factors" in our filings with Canadian securities regulators and the United States Securities and Exchange Commission underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein. These forward-looking statements are made as of the date of this press release and we do not intend, and do not assume any obligation, to update these forward-looking statements, except as required by law. We cannot assure you that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

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