

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): December 4, 2019

**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	Nasdaq Capital 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.

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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.**

(c) Appointment of Certain Officers.

On December 4, 2019, Aptose Biosciences Inc. (the "Company") appointed Rafael Bejar, M.D., Ph.D. as the Company's Senior Vice President, Chief Medical Officer, effective January 1, 2020. In connection with this appointment, the Company and Dr. Bejar entered into an employment agreement on December 4, 2019 (the "Employment Agreement"). Dr. Bejar, age 48, has served as Assistant Professor of Clinical Medicine in the Division of Hematology and Oncology at University of California, San Diego in the Moores Cancer Center from 2012 to the present. Dr. Bejar has authored numerous research articles published in leading journals such as The New England Journal of Medicine, Journal of Clinical Oncology, Blood; has served as an invited speaker and chair at multiple scientific and clinical conferences; and has served in teaching capacities at Brigham and Women's Hospital in Boston, Massachusetts.

Dr. Bejar's term of employment commences on January 1, 2020, and will continue for an indefinite period until terminated pursuant to the terms of the employment agreement. During the term of his employment, Dr. Bejar will receive an annual base salary of \$400,000 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. Bejar's termination of employment by the Company without cause or by Dr. Bejar for "good reason" and subject to his execution and non-revocation of a release of claims, Dr. Bejar 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. Bejar will be awarded (i) a stock option grant of 400,000 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. The 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. Bejar 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 Annual Report on Form 10-K for the year ended December 31, 2019.

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

Dr. Bejar 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.

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**Item 8.01 Other Events.**

On December 4, 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 December 4, 2019](#)

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**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: December 4, 2019

**APTOSE BIOSCIENCES INC.**

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



*For Immediate Release*

### **Aptose Appoints Rafael Bejar, M.D., Ph.D., as Chief Medical Officer**

**SAN DIEGO and TORONTO, December 4, 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 Rafael Bejar, M.D., Ph.D., to the position of Senior Vice President, Chief Medical Officer, effective January 1, 2020. In his role as a member of the executive leadership team, Dr. Bejar will oversee global clinical development and regulatory initiatives for Aptose, as well as other research activities.

“Rafael is a physician-scientist whose depth of experience both in the research setting and in treating patients with hematologic malignancies brings a unique and important perspective as we accelerate the clinical development of our hematologic product candidates,” said William G. Rice, Ph.D., Chairman, President and Chief Executive Officer. “We are very fortunate and excited to have him join Aptose and welcome him as a senior member of the management team.”

Dr. Bejar is trained in internal medicine and board certified in oncology and hematology, with a special interest in hematologic malignancies and myelodysplastic syndrome (MDS). Prior to joining Aptose, he served as Associate Professor of Clinical Medicine in the Division of Hematology and Oncology at University of California San Diego in the Moores Cancer Center, where he established an MDS Center of Excellence, which provides state of the art care, clinical trials and medical expertise in one center. Dr. Bejar has authored numerous research articles published in leading journals such as *The New England Journal of Medicine*, *Journal of Clinical Oncology*, *Blood* and more; has served as an invited speaker and chair at multiple scientific/clinical conferences; has served in teaching capacities and has been honored extensively.

Dr. Bejar completed his internal medicine residency at the Brigham and Women's Hospital in Boston, where he later served as a Chief Medical Resident. He then received his fellowship training in hematology and oncology at the Dana-Farber Cancer Institute. He earned his medical degree and Ph.D. at UC San Diego School of Medicine, and his bachelor's degree in Physics at the Massachusetts Institute of Technology.

“As a physician and researcher who has dedicated my professional life to understanding the development and progression of hematologic malignancies such as AML and MDS, I'm excited join Aptose at such a pivotal moment and to have the opportunity to bring CG-806 and APTO-253 to patients in need of new therapies,” said Dr. Bejar. “Our goal is to translate these discoveries into clinically meaningful improvements for these patient populations and I very much look forward to being an integral part of that endeavor.”

#### **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 mutation-agnostic FLT3/BTK kinase inhibitor, is in a Phase 1 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.apdose.com](http://www.apdose.com).

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## Forward Looking Statements

This press release may contain forward-looking statements within the meaning of Canadian and U.S. securities laws, including 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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For further information, please contact:

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