

**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): February 5, 2020

Bellicum Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36783
(Commission
File Number)

20-1450200
(IRS Employer
Identification No.)

2130 W. Holcombe Blvd., Ste. 800
Houston, TX
(Address of principal executive offices)

77030
(Zip Code)

Registrant's telephone number, including area code: 832-384-1100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 \$0.01 per share	BLCM	The Nasdaq Global 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On February 5, 2020, Bellicum Pharmaceuticals, Inc. (the “Company”) filed a Certificate of Amendment of the Amended and Restated Certificate of Incorporation (the “Certificate of Amendment”) with the Secretary of State of the State of Delaware to (i) effect a reverse stock split of all issued and outstanding shares of the Company’s common stock at a ratio of 1-for-10 (the “Reverse Stock Split”) and (ii) reduce the number of authorized shares of the Company’s common stock from 200,000,000 to 40,000,000. The Certificate of Amendment will be effective at 5:00 p.m. Eastern Time on February 5, 2020 (the “Effective Time”). A series of alternate amendments to the Company’s Amended and Restated Certificate of Incorporation to effect a reverse stock split and a corresponding reduction in the authorized shares of the Company’s common stock were approved by the Company’s stockholders at its Special Meeting of Stockholders held on January 15, 2020, and the specific 1-for-10 ratio was subsequently approved by the Company’s Board of Directors on January 27, 2020.

The Certificate of Amendment provides that, at the Effective Time, (i) every 10 shares of the Company’s issued and outstanding common stock will automatically be combined into one issued and outstanding share of common stock, without any change in par value per share, and (ii) the number of authorized shares of common stock will be reduced to 40,000,000 shares. As a result of the Reverse Stock Split, proportionate adjustments will be made to the per share exercise price and/or the number of shares issuable upon the exercise or vesting of all then outstanding stock options, restricted stock units and warrants, which will result in a proportional decrease in the number of shares of the Company’s common stock reserved for issuance upon exercise or vesting of such stock options, restricted stock units and warrants, and, in the case of stock options and warrants, a proportional increase in the exercise price of all such stock options and warrants. In addition, the number of shares reserved for issuance under the Company’s equity compensation plans immediately prior to the Effective Time will be reduced proportionately. Pursuant to the terms of the Company’s Series 1 Preferred Stock, Series 2 Preferred Stock and Series 3 Preferred Stock (collectively, the “Preferred Stock”), proportionate adjustments will be made to the per share conversion price and the number of shares issuable upon conversion of the Preferred Stock, which will result in a proportionate decrease in the number of shares of the Company’s common stock issuable upon conversion of the Preferred Stock and, correspondingly, a proportionate increase to the per share conversion price of such Preferred Stock.

No fractional shares will be issued as a result of the Reverse Stock Split. Stockholders of record who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof. The Reverse Stock Split will affect all stockholders proportionately and will not affect any stockholder’s percentage ownership of the Company’s common stock (except to the extent that the Reverse Stock Split results in any stockholder owning only a fractional share).

The Company’s common stock will begin trading on The Nasdaq Global Market on a split-adjusted basis when the market opens on February 6, 2020. The new CUSIP number for the Company’s common stock following the Reverse Stock Split is 079481 404.

The description of the Certificate of Amendment and the Reverse Stock Split is qualified in its entirety by reference to the text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events

On February 5, 2020, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
3.1	<u>Certificate of Amendment of the Amended and Restated Certificate of Incorporation of the Company, dated as of February 5, 2020.</u>
99.1	<u>Press Release, dated February 5, 2020.</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.

Bellicum Pharmaceuticals, Inc.

Dated: February 5, 2020

By: /s/ Richard A. Fair

Richard A. Fair

President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT OF THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
BELLICUM PHARMACEUTICALS, INC.**

Bellicum Pharmaceuticals, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Company**"), hereby certifies that:

First: The name of the Company is **BELLICUM PHARMACEUTICALS, INC.**

Second: The date of filing of the Company's original certificate of incorporation with the Delaware Secretary of State was July 14, 2004, under the name of Bellicum Pharmaceuticals, Inc.

Third: The Board of Directors of the Company, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend its Amended and Restated Certificate of Incorporation as follows:

1. Article IV, Section A shall be amended and restated to read in its entirety as follows:

"The Company is authorized to issue two classes of stock to be designated, respectively, "**Common Stock**" and "**Preferred Stock**." The total number of shares which the Company is authorized to issue is 50,000,000 shares. 40,000,000 shares shall be Common Stock, each having a par value of \$0.01. 10,000,000 shares shall be Preferred Stock, each having a par value of \$0.01."

2. Effective as of 5:00 p.m., Eastern time, on the date this Certificate of Amendment of the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each ten (10) shares of Common Stock, par value \$0.01 per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.01 per share; provided, however, that the Company shall issue no fractional shares as a result of the actions set forth herein but shall instead pay to the holder of such fractional share a sum in cash equal to such fraction multiplied by the closing sales price of the Common Stock as reported on the Nasdaq Global Market on the date this Certificate of Amendment of the Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware.

Fourth: Thereafter pursuant to a resolution of the Board of Directors, this Certificate of Amendment was submitted to the stockholders of the Company for their approval, and was duly adopted at a special meeting of the stockholders of the Company, in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Company on has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 5th day of February, 2020.

Bellicum Pharmaceuticals, Inc.

By: /s/ Richard Fair

Name: Richard Fair

Title: Chief Executive Officer



Bellicum Announces Reverse Stock Split

HOUSTON, February 5, 2020 -- Bellicum Pharmaceuticals, Inc. (Nasdaq: BLCM) ("Bellicum" or the "Company"), a leader in developing novel, controllable cellular immunotherapies for cancers, today announced that the Company effected a reverse stock split of its issued and outstanding common stock, at a ratio of 1-for-10. The effective time of the reverse stock split will be 5 p.m. ET on February 5, 2020. The Company's common stock will begin trading on a split-adjusted basis commencing upon market open on February 6, 2020.

As previously disclosed, at a special meeting of stockholders held on January 15, 2020, the Company's stockholders voted to approve a proposal authorizing the Board of Directors of the Company to amend the Company's certificate of incorporation to effect a reverse stock split and a corresponding reduction in the authorized shares of the Company's common stock. On January 27, 2020, the Board of Directors approved a 1-for-10 reverse stock split.

As a result of the reverse split, each 10 shares of the Company's issued and outstanding common stock will be automatically combined and converted into one issued and outstanding share of common stock, par value \$0.01 per share. The Company's common stock will trade under a new CUSIP number, 079481 404, effective February 6, 2020, and remain listed on the Nasdaq Global Market under the symbol "BLCM". The reverse stock split reduces the number of shares of common stock issuable upon the conversion of the Company's outstanding shares of preferred stock and the exercise or vesting of its outstanding stock options, restricted stock units and warrants in proportion to the ratio of the reverse stock split and causes a proportionate increase in the conversion and exercise prices of such preferred stock, stock options and warrants.

No fractional shares of common stock will be issued as a result of the reverse stock split. Stockholders of record who would otherwise be entitled to receive a fractional share will receive a cash payment in lieu thereof. The reverse stock split impacts all holders of the Company's common stock proportionally and will not impact any stockholder's percentage ownership of the Company common stock (except to the extent the reverse stock split results in any stockholder owing only a fractional share).

Bellicum has chosen its transfer agent, American Stock Transfer & Trust Company, LLC ("AST"), to act as exchange agent for the reverse stock split. Stockholders owning shares via a bank, broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split and will not be required to take further action in connection with the reverse stock split, subject to brokers' particular processes. For those stockholders holding physical stock certificates, AST will send instructions for exchanging those certificates for shares held in book-entry form representing the post-split number of shares. AST can be reached at (800) 937 5449 or (718) 921 8124.

About Bellicum Pharmaceuticals

Bellicum is a clinical stage biopharmaceutical company striving to deliver cures through controllable cell therapies. The company's next-generation product candidates are differentiated by powerful cell signaling technologies designed to produce more effective CAR-T and allogeneic cell therapies. Bellicum's lead GoCAR-T[®] candidate, BPX-601, is designed to be a more efficacious CAR-T cell product capable of overriding key immune inhibitory mechanisms. More information about Bellicum can be found at www.bellicum.com.

Forward-Looking Statements

This press release contains forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Bellicum may, in some cases, use terms such as "predicts," "believes," "potential," "proposed," "continue," "designed," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should" or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Forward-looking statements include statements regarding our intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things: statements regarding the expected commencement of trading of the Company's post-split common stock. Various factors may cause differences between Bellicum's expectations and actual results as discussed in greater detail under the heading "Risk Factors" in Bellicum's filings with the Securities and Exchange Commission, including without limitation our quarterly report on Form 10-Q for the three months ended September 30, 2019 and our annual report on Form 10-K the year ended December 31, 2018. Any forward-looking statements that Bellicum makes in this press release speak only as of the date of this press release. Bellicum assumes no obligation to update our forward-looking statements whether as a result of new information, future events or otherwise, after the date of this press release.

Source: Bellicum Pharmaceuticals

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