

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 15, 2016**

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))

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

2016 Bonus Payments and 2017 Salary and Target Bonus Information for Certain Executive Officers

On December 15, 2016, the Compensation Committee (the “**Committee**”) of the Board of Directors of Bellicum Pharmaceuticals, Inc. (the “**Company**”) approved (i) the payment of annual cash bonus awards with respect to performance for fiscal year 2016, which will be paid in January 2017, (ii) annual increases in base salaries for fiscal year 2017, and (iii) target performance bonuses for fiscal year 2017, for certain of the Company’s executive officers as set forth below. The base salaries for fiscal year 2017 are effective as of January 1, 2017. The target performance bonus amounts for fiscal year 2017 are expressed as a percentage of the corresponding 2017 base salary and remain unchanged from 2016 target percentages.

The following table sets forth the amounts approved by the Committee for each of the Company’s principal executive officer, principal financial officer and the other named executive officers:

Name	2017 Base Salary	2016 Bonus Payment	2017 Target Bonus (% of Base Salary)
Thomas J. Farrell <i>President and Chief Executive Officer</i>	\$ 516,133	\$ 177,891	50%
Annemarie Moseley, Ph.D., M.D. <i>Chief Operating Officer and Executive Vice President of Clinical Development</i>	\$ 435,000	\$ 119,934	40%
Alan A. Musso, CPA, CMA <i>Chief Financial Officer and Treasurer</i>	\$ 385,000	\$ 91,448	35%

Equity Award Information for Certain Executive Officers

On December 15, 2016, the Committee also approved restricted stock unit awards and stock option grants, effective as of January 3, 2016, under the Company’s 2014 Equity Incentive Plan (the “**Plan**”), to the Company’s principal executive officer, principal financial officer and the other named executive officer, as follows:

Name	Restricted Stock Unit Award (# of shares)	Option Award (# shares)
Thomas J. Farrell <i>President and Chief Executive Officer</i>	26,875	48,375
Annemarie Moseley, Ph.D., M.D. <i>Chief Operating Officer and Executive Vice President of Clinical Development</i>	10,000	18,000
Alan A. Musso, CPA, CMA <i>Chief Financial Officer and Treasurer</i>	7,500	13,500

The above restricted stock unit awards will vest annually over a four-year period, commencing on the one-year anniversary of the grant date, subject to the officer’s continued service to the Company over the term of the vesting.

The above stock options will have an exercise price equal to the closing price of the Company’s common stock on the date of grant, January 3, 2016, and vest over a four-year period. The stock options entitle the holder, following vesting of the stock option, to acquire the underlying number of shares by paying the exercise price for such shares. The stock options will terminate after 10 years, or earlier if the executive officer ceases to provide services to the Company.

The Committee intends to grant additional stock options to the officers in June 2017, contingent upon stockholder approval of an increase in the available share reserve under the Plan.

Item 8.01 Other Events.

On December 21, 2016, the Committee approved an amendment to the Company's non-employee director compensation policy to provide that directors who are not also serving as an employee of the Company will receive the compensation described in the policy, even if serving as a consultant to the Company; and to include in the policy the previously reported compensation for members of the Company's Science Committee and Finance Committee. A copy of the policy, as amended, is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Non-employee Director Compensation Policy

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: December 21, 2016

By: /s/ Ken Moseley
Ken Moseley
Senior Vice President and General Counsel

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Non-employee Director Compensation Policy

BELLICUM PHARMACEUTICALS, INC.
NON-EMPLOYEE DIRECTOR COMPENSATION POLICY

Each member of the Board of Directors (the “**Board**”) who is not also serving as an employee of Bellicum Pharmaceuticals, Inc. (“**Bellicum**”) or any of its subsidiaries (each such member, an “**Eligible Director**”) will receive the compensation described in this Non-Employee Director Compensation Policy for his or her Board service. This policy may be amended at any time in the sole discretion of the Board or the Compensation Committee of the Board.

Annual Cash Compensation

The annual cash compensation amount set forth below is payable in equal quarterly installments, payable in arrears on the last day of each fiscal quarter in which the service occurred. If an Eligible Director joins the Board or a committee of the Board at a time other than effective as of the first day of a fiscal quarter, each annual retainer set forth below will be pro-rated based on days served in the applicable fiscal year, with the pro-rated amount paid for the first fiscal quarter in which the Eligible Director provides the service, and regular full quarterly payments thereafter. All annual cash fees are vested upon payment.

1. Annual Board Service Retainer:

- a. All Eligible Directors: \$35,000
- b. Chairman of the Board Service Retainer (in addition to Eligible Director Service Retainer): \$25,000
- c. Lead Independent Director Service Retainer (in addition to Eligible Director Service Retainer): \$15,000

2. Annual Committee Member Service Retainer:

- a. Member of the Audit Committee: \$7,500
- b. Member of the Compensation Committee: \$5,000
- c. Member of the Nominating & Governance Committee: \$3,500
- d. Member of the Science Committee: \$5,000
- e. Member of the Finance Committee: \$5,000

3. Annual Committee Chair Service Retainer (in addition to Committee Member Service Retainer):

- a. Chairman of the Audit Committee: \$7,500
- b. Chairman of the Compensation Committee: \$5,000
- c. Chairman of the Nominating & Governance Committee: \$4,000
- d. Chairman of the Science Committee: \$5,000
- e. Chairman of the Finance Committee: \$5,000

4. Meeting Attendance Fee for Science Committee:

- a. In addition to the Science Committee Service Retainer, \$1,000 per meeting of the Science Committee in excess of five meetings per year, not to exceed \$7,000 per year.

Equity Compensation

The equity compensation set forth below will be granted under the Bellicum, Inc. 2014 Equity Incentive Plan (the “**Plan**”). All stock options granted under this policy will be nonstatutory stock options, with an exercise price per share equal to 100% of the Fair Market Value (as defined in the Plan) of the underlying Company common stock on the date of grant, and a term of ten years from the date of grant (subject to earlier termination in connection with a termination of service as provided in the Plan, provided that upon a termination of service other than for death, disability or cause, the post-termination exercise period will be 12 months from the date of termination).

1. Initial Grant: On the date of the Eligible Director’s initial election to the Board, for each Eligible Director who is first elected to the Board (or, if such date is not a market trading day, the first market trading day thereafter), the Eligible Director will be automatically, and without further action by the Board or Compensation Committee of the Board, granted a stock option for 20,000 shares (the “**Initial Grant**”). The shares subject to each Initial Grant will vest in equal monthly installments over a three year period such that the option is fully vested on the third anniversary of the date of grant, subject to the Eligible Director’s Continuous Service (as defined in the Plan) through each such vesting date and will vest in full upon a Change in Control (as defined in the Plan).
2. Annual Grant: On the date of each Bellicum annual stockholder meeting, for each Eligible Director who continues to serve as a non-employee member of the Board (or who is first elected to the Board at such annual stockholder meeting), the

Eligible Director will be automatically, and without further action by the Board or Compensation Committee of the Board, granted a stock option for 10,000 shares (the “**Annual Grant**”). In addition, each Eligible Director who is first elected to the Board and other than at an annual stockholder meeting will be automatically, and without further action by the Board or Compensation Committee of the Board, granted an Annual Grant, pro rated for the number of months remaining until the next annual stockholder meeting. The shares subject to the Annual Grant will vest in equal monthly installments until Bellicum’s next annual stockholder meeting, so that each Annual Grant is fully vested on the date of Bellicum’s next annual stockholder meeting, subject to the Eligible Director’s Continuous Service (as defined in the Plan) through such vesting date and will vest in full upon a Change in Control (as defined in the Plan).

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