

**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): June 15, 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 77030
(Address of principal executive offices, including 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 16, 2020, Bellicum Pharmaceuticals, Inc. (the “Company”) received approval from the Listing Qualifications Department of The Nasdaq Stock Market LLC (“Nasdaq”) to transfer the listing of the Company’s common stock from The Nasdaq Global Market to The Nasdaq Capital Market. This transfer will be effective at the opening of business on June 18, 2020. The Nasdaq Capital Market is a continuous trading market that operates in substantially the same manner as The Nasdaq Global Market and listed companies must meet certain financial requirements and comply with Nasdaq’s corporate governance requirements. The Company’s common stock will continue to trade under the symbol “BLCM.”

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 15, 2020, the Company filed with the Secretary of State of the State of Delaware a Second Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Restated Charter”) to increase the authorized number of shares of the Company’s common stock from 40,000,000 shares to 80,000,000 shares. A copy of the charter amendment is attached hereto as Exhibit 3.1.

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

The following is a brief description of each matter voted upon at the Company’s annual meeting of stockholders held on June 15, 2020 (the “Annual Meeting”), as well as the final voting results with respect to each matter:

Proposal 1. Election of Directors

The Company’s stockholders elected the three persons listed below as Class III Directors, each to serve until the Company’s 2023 annual meeting of stockholders and until their successors are duly elected and qualified. The final voting results are as follows:

<u>Name of Director Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Richard A. Fair	733,165	444,105	2,471,501
James M. Daly	685,712	491,558	2,471,501
Reid M. Huber, Ph.D.	756,061	421,209	2,471,501

Proposal 2. Approval of an Amendment to the Restated Charter

The Company’s stockholders approved an amendment to the Restated Charter to increase the number of authorized shares of the Company’s common stock from 40,000,000 to 80,000,000. The final voting results are as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
3,104,885	511,833	32,053

Proposal 3. Approval of the Plan Amendment

The Company’s stockholders approved the amendment to the Company’s 2019 Equity Incentive Plan, as amended (the “2019 Plan”), to, among other things, increase the number of shares of the Company’s common stock authorized for issuance under the 2019 Plan by 500,000 shares. The final voting results were as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1,041,759	123,036	12,475	2,471,501

Proposal 4. Ratification of the Selection of Independent Registered Public Accounting Firm

The Company’s stockholders ratified the selection of Ernst & Young LLP by the Audit Committee of the Company’s Board of Directors to serve as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020. The final voting results are as follows:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
3,567,070	44,233	37,468

Proposal 5. Advisory Vote on Executive Compensation

The Company's stockholders approved, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the proxy statement relating to the Annual Meeting (the "Proxy Statement"). The final voting results are as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
1,081,290	74,243	21,737	2,471,501

Proposal 6. Advisory Vote on Frequency of Stockholder Votes on Executive Compensation

The Company's stockholders indicated, on an advisory basis, the preferred frequency of every year for future stockholder votes regarding compensation awarded to the compensation of the Company's named executive officers, as disclosed in the Proxy Statement. The final voting results are as follows:

1 Year	2 Years	3 Years	Abstentions	Broker Non-Votes
667,761	34,527	451,326	23,656	2,471,501

Item 8.01 Other Events.

On June 15, 2020, the Company announced clearance by the U.S. Food and Drug Administration of its investigational new drug application (IND) for its product candidate, BPX-603.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
3.1	Second Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Bellicum Pharmaceuticals, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: June 17, 2020

By: /s/ Richard A. Fair

Richard A. Fair

President and Chief Executive Officer

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "BELLICUM PHARMACEUTICALS, INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF JUNE, A.D. 2020, AT 8:23 O`CLOCK P.M.



3829024 8100
SR# 20205708351

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JWB", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203115158
Date: 06-16-20

**SECOND CERTIFICATE OF AMENDMENT TO 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:

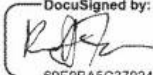
Article IV, Section A shall be amended and restated to read in its entirety as follows:

"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 90,000,000 shares. 80,000,000 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."

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 an annual 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 15th day of June, 2020.

Bellicum Pharmaceuticals, Inc.

By:  DocuSigned by:
69E0BA5C3792486
Name: Richard Fair
Title: President & Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:23 PM 06/15/2020
FILED 08:23 PM 06/15/2020
SR 20205708351 - File Number 3829024

