

**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): November 23, 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.)

2710 Reed Road, Ste. 160, Houston, TX 77051
(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 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.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 23, 2020, Bellicum Pharmaceuticals, Inc. (the “Company”) received notice (the “Notice”) from The Nasdaq Stock Market LLC (“Nasdaq”) advising the Company that for the last 30 consecutive business days preceding the date of the Notice, the Company’s Market Value of Listed Securities (“MVLS”) has been below the minimum of \$35,000,000 required for continued listing on The Nasdaq Capital Market pursuant to Nasdaq Listing Rule 5550(b)(2) (the “MVLS Requirement”).

The Notice has no immediate effect on the listing of the Company’s common stock and the Company’s common stock continues to trade on The Nasdaq Capital Market under the symbol “BLCM.”

Under Nasdaq Listing Rule 5810(c)(3)(C), the Company has until May 24, 2021 (the date that is 180 calendar days following the date of the Notice) to regain compliance with the MVLS Requirement (the “Compliance Period”). To regain compliance, the MVLS must close at \$35,000,000 or more for a minimum of 10 consecutive business days during the Compliance Period.

If the Company does not regain compliance with the MVLS Requirement by the end of the Compliance Period, the Company will receive a written notification from Nasdaq that its securities are subject to delisting. At that time, the Company may appeal the delisting determination to a Hearings Panel.

The Company intends to monitor its MVLS and may, if appropriate, consider implementing available options to regain compliance with the MVLS Requirement.

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

Effective November 30, 2020, in connection with the Company’s previously announced restructuring program, the employment of each of Atabak Mokari, the Company’s Chief Financial Officer, and Shane M. Ward, the Company’s Chief Legal and Strategy Officer, will be terminated. In connection with the foregoing, the Company entered into Consulting Agreements (the “Consulting Agreements”), to be effective as of November 30, 2020 (the “Effective Date”), with each of Messrs. Mokari and Ward. The Consulting Agreements have an initial term of one year, unless terminated earlier pursuant to their terms. Each Consulting Agreement provides for hourly consulting fees and equity compensation in the form of restricted stock units (the “RSUs”) for 15,738 shares of the Company’s common stock. The RSUs will vest and settle in full on November 30, 2021, and no shares subject to the RSUs shall vest prior to that date, except as otherwise provided in the Company’s 2019 Equity Incentive Plan (the “Plan”) or applicable award agreement. As additional compensation, the Company agreed to modify certain option awards held by Messrs. Mokari and Ward to provide that the vesting of all such options shall be accelerated such that the number of shares subject to such options that would have been vested as of June 30, 2022, if Messrs. Mokari or Ward were then providing services to the Company, shall become vested as of June 30, 2021 (the “Vesting Date”), provided that, if the Vesting Date is less than one year after the grant date of any option, then the Vesting Date for that option shall be the one-year anniversary of such option. Further, the post-termination exercise period of each such option shall be extended to the earlier to occur of June 30, 2022 and the expiration date of such option.

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: November 27, 2020

By: /s/ Richard A. Fair

Richard A. Fair

President and Chief Executive Officer