
**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): January 30, 2017

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.

Effective January 30, 2017, Thomas J. Farrell resigned from his position as a director and the President and Chief Executive Officer of Bellicum Pharmaceuticals, Inc. (the “Company”). In connection with Mr. Farrell’s resignation, effective January 30, 2017 the Board of Directors of the Company (the “Board”) appointed Richard A. Fair to serve as the Company’s President and Chief Executive Officer and, upon recommendation of the Nominating and Governance Committee of the Board, appointed Mr. Fair to the Board as a Class III director to hold office until the 2017 Annual Meeting of Stockholders.

Prior to joining the Company, since January 2014, Mr. Fair served as Senior Vice President, Therapeutic Head Oncology Global Product Strategy at Genentech, Inc., a private biotechnology company and subsidiary of Roche Holding AG. From April 2006 to January 2014, Mr. Fair held other positions at Genentech, including Vice President, Global Product Strategy Hematology & Signaling, from November 2012 through December 2013, and Vice President, Sales & Marketing, Oral Oncolytics, from May 2010 to November 2012. Prior to Genentech, Mr. Fair held positions at Johnson & Johnson, a public pharmaceutical and medical device company. Mr. Fair received his B.S. in computer science from the University of Michigan and his MBA, with a dual concentration in finance and management, from Columbia University. The Board believes that Mr. Fair’s background in the biotechnology industry and finance, and extensive management experience at a large biotechnology company, qualify him to serve on the Board.

In connection with Mr. Fair’s appointment, the Company entered into an employment agreement with Mr. Fair that governs the terms of his employment with the Company. Among other things, the employment agreement provides for (i) an annual base salary of \$535,000, (ii) a one-time cash signing bonus of \$300,000, (iii) at the sole discretion of the Board (or an authorized committee thereof), an annual target cash performance bonus of 50% of his annual base salary, and (iv) an option to purchase 500,000 shares of the Company’s common stock, which will vest over a four-year period, with 25% vesting on the one-year anniversary of the commencement of employment and the remainder vesting monthly thereafter in equal increments for 36 months.

If Mr. Fair’s employment is terminated by the Company without cause, or if he resigns for good reason, then Mr. Fair will be entitled under his agreement to continue to receive his annual base salary and payment of premiums for continuation of healthcare benefits for a period of 12 months following such termination. In addition, Mr. Fair will be paid a lump sum cash amount equal to his target annual performance bonus for the year of termination, prorated based on the number of calendar days he was employed during the year. Furthermore, if Mr. Fair is terminated without cause or resigns for good reason within 30 days prior to or 12 months following a change in control, he will be entitled to continue to receive his annual base salary and payment of premiums for continuation of healthcare benefits for a period of 18 months, a lump sum cash amount equal to the full target performance bonus for the year of termination, and accelerated vesting of any unvested time-based equity awards. Mr. Fair may also be entitled to receive tax gross up payments in the event any payments made in connection with a change in control are subject to the excise taxes imposed by Sections 280G and 4999 of the Internal Revenue Code. In order to receive any severance benefits under the employment agreement, Mr. Fair is required to execute a release of claims in favor of the Company and comply with certain other post-employment covenants set forth in the employment agreement.

Mr. Fair also entered into the Company’s standard form of indemnification agreement for its directors and executive officers.

There are no family relationships between Mr. Fair and any of the Company’s current or former directors or executive officers. Mr. Fair is not a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933.

On January 31, 2017, the Company issued a press release announcing Mr. Fair’s appointment. A copy of the press release 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	Press Release dated January 31, 2017.

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.

Dated: January 31, 2017

Bellicum Pharmaceuticals, Inc.

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

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated January 31, 2017.

**Bellicum Announces Appointment of Rick Fair as Chief Executive Officer in
Preparation for Commercialization of BPX-501 and Next Phase of Growth**

HOUSTON, TX – January 31, 2017 – Bellicum Pharmaceuticals, Inc. (Nasdaq: BLCM), a clinical stage biopharmaceutical company focused on discovering and developing novel cellular immunotherapies for cancers and orphan inherited blood disorders, today announced the appointment of Rick Fair as President and Chief Executive Officer, and as a member of the Board of Directors, effective immediately. Mr. Fair joins Bellicum from Genentech/Roche, where he was Senior Vice President, Head of Oncology Global Product Strategy, and brings an impressive record of results in global, strategic and operational roles to Bellicum. Mr. Fair succeeds Tom Farrell, who will serve as an advisor to the Company during the transition.

“We are delighted to welcome Rick to Bellicum,” said James Brown, Chairman of the Company’s Board of Directors. “Rick’s depth and breadth of experience in oncology, clinical development strategy, and commercialization, both in the U.S. and internationally, will be of great value as we prepare for commercialization of our lead product candidate BPX-501, accelerate our pipeline of CAR T and TCR product candidates, and solidify our leadership in the development of controllable cell therapies.”

“I am both honored and thrilled to join Bellicum at this exciting time,” said Mr. Fair. “Cellular immunotherapies have shown great promise in treating cancers and blood disorders. Bellicum is the leader in molecular switch technologies, has advanced multiple novel and highly differentiated therapies into the clinic, and is preparing to bring its first product to market. I look forward to working with the team at Bellicum and its collaborators to continue to advance the science, bring important treatments to patients, and create value for shareholders.”

In his most recent role at Genentech/Roche, Mr. Fair led oncology product strategy and global commercialization, overseeing the launch of five new molecular entities, including TECENTRIQ®, the first immunotherapy approval for patients with advanced bladder cancer, and numerous line extensions. He also contributed to a substantial expansion of investment into cancer immunotherapy and precision medicine. Previously, he held several commercial leadership positions within Genentech, including franchise leadership with P&L responsibility for its thrombolytics and oral oncolytics businesses. Prior to Genentech, Mr. Fair spent nine years in the pharmaceutical business at Johnson & Johnson, holding leadership roles in marketing, managed care and reimbursement strategy, and managed care customer management. Rick holds a Bachelor of Science from the University of Michigan, and a Masters of Business Administration from Columbia Business School.

“I’m proud to have led Bellicum from a virtual start-up to late-stage clinical development while establishing controllability as an essential feature of safe and effective cell therapy,” said Mr. Farrell. “With commercialization on the horizon and a growing pipeline of potential best- or first-in-class product candidates, I am pleased to hand the reins to Rick to lead the next phase of Bellicum’s growth, and I wish him and the leadership team every success.”

Mr. Brown commented, "On behalf of the Board of Directors, I want to thank Tom Farrell for his leadership, commitment and accomplishments as President and CEO. His contributions have been invaluable and we wish him continued success in his future endeavors."

Inducement Award

The Compensation Committee of the Board of Directors granted an inducement award to Mr. Fair on January 30, 2016 in connection with his employment as Bellicum's President and Chief Executive Officer. The inducement award consists of a stock option to purchase up to 500,000 shares of the Company's common stock, with a per share exercise price equal to \$11.87, the closing price of the Common Stock on the grant date of January 30, 2016, and a ten-year term. The stock option was granted subject to the terms of the Company's 2014 Equity Incentive Plan and a stock option award agreement thereunder, and will vest and become exercisable over four years, with 25% of the underlying shares vesting after one year and an additional 1/36th of the remaining unvested shares subject to the grant vesting monthly thereafter, subject to Mr. Fair's continuous service with the Company through each vesting date and potential vesting acceleration under certain circumstances pursuant to the terms of Mr. Fair's employment agreement with the Company. The Compensation Committee of the Board of Directors granted the inducement award as an inducement material to Mr. Fair's employment in accordance with NASDAQ Listing Rule 5635(c)(4).

About Bellicum Pharmaceuticals

Bellicum is a clinical stage biopharmaceutical company focused on discovering and developing cellular immunotherapies for cancers and orphan inherited blood disorders. Bellicum is using its proprietary Chemical Induction of Dimerization (CID) technology platform to engineer and control components of the immune system. Bellicum is developing next-generation product candidates in some of the most important areas of cellular immunotherapy, including hematopoietic stem cell transplantation (HSCT), and CAR T and TCR cell therapies. More information can be found at www.bellicum.com.

Forward-Looking Statement

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: our successful development and commercial launch of BPX-501; our research and development activities relating to our CaspaCIDE and inducible MyD88/CD40 molecular switch technologies, our CAR T, TCR, GoCAR-T and

GoTCR programs; and the effectiveness of BPX-501, its possible range of application and potential curative effects and safety in the treatment of diseases, including as compared to other treatment options and competitive therapies; the timing and success of our collaborative agreements with third parties. 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 annual report on Form 10-K for the year ended December 31, 2015 and our quarterly report on Form 10-Q for the quarter ended September 30, 2016. 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.

Investors:

Bellicum Pharmaceuticals
Alan Musso, CFO, 832-384-1116
amusso@bellicum.com

Media:

BMC Communications
Brad Miles, 646-513-3125
bmiles@bmccommunications.com