

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

**June 6, 2024**

Date of Report (Date of earliest event reported)

**MARKER THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-37939**

(Commission File Number)

**45-4497941**

(IRS Employer Identification No.)

**9350 Kirby Drive  
Suite 300**

**Houston, Texas**

(Address of principal executive offices)

**77054**

(Zip Code)

**(713) 400-6400**

Registrant's telephone number, including area code

**N/A**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation 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 \$0.001 per share	MRKR	The Nasdaq Stock Market LLC

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

On June 6, 2024, Marker Therapeutics, Inc. (the “Company”) held its 2024 Annual Meeting of Stockholders (the “Annual Meeting”). The stockholders considered three proposals, each of which is described in more detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 26, 2024. Of the 8,913,490 shares outstanding as of the record date, 5,646,313 shares, or 63.35%, were present virtually or represented by proxy at the Annual Meeting. Set forth below are the results of the matters submitted for a vote of stockholders at the Annual Meeting.

**Proposal No. 1:** Election of five nominees to serve as directors until the 2025 annual meeting of stockholders and until their respective successors are elected and qualified. The votes were cast as follows:

<b>Name</b>	<b>Votes For</b>	<b>Votes Withheld</b>
David Eansor	3,038,468	183,932
Steven Elms	3,068,548	153,852
John Wilson	3,040,976	181,424
Juan Vera	3,068,257	154,143
Katharine Knobil	3,063,767	158,633

Broker Non-Votes: 2,423,913.

All nominees were elected.

**Proposal No. 2:** Approval, on an advisory basis, of the compensation of the Company’s named executive officers. The votes were cast as follows:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>
Advisory approval of named executive officer compensation	2,931,920	276,480	14,000

Broker Non-Votes: 2,423,913.

**Proposal No. 3:** Ratification of the selection of Marcum LLP as independent registered public accounting firm for the fiscal year ending December 31, 2024. The votes were cast as follows:

	<b>Votes For</b>	<b>Votes Against</b>	<b>Abstained</b>
Ratification of appointment of Marcum LLP	5,137,819	494,128	14,366

Broker Non-Votes: 0.

**Item 8.01 Other Events.**

On June 10, 2024, the Company provided notice of its termination of that certain Controlled Equity Offering<sup>SM</sup> Sales Agreement, or the ATM Agreement, with Cantor Fitzgerald & Co. and RBC Capital Markets, LLC, or the Sales Agents, pursuant to which the Company could offer and sell, from time to time at its discretion through the Sales Agents, shares of its common stock having an aggregate offering price of up to \$75.0 million. (the “ATM Offering Program”). The Company is not subject to any termination penalties related to the termination of the ATM Agreement.

---

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No.      Description**

104              Cover Page Interactive Data File (embedded within the Inline XBRL document).

---

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Marker Therapeutics, Inc.**

Dated: June 11, 2024

By: /s/ Juan Vera  
Juan Vera  
*President and Chief Executive Officer*

---