

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 10)\*

MARKER THERAPEUTICS, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE PER SHARE

(Title of Class of Securities)

57055L107

(CUSIP Number)

William Sullivan, 10 Market Street, #773 Camana Bay Grand Cayman, KY1-9006 CAYMAN ISLANDS, 345-640-3300

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

February 18, 2020

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**EASTERN CAPITAL LIMITED**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

**WC**

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**CAYMAN ISLANDS**

7. SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

8. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

**5,300,002\***

9. SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

-0-

10. SHARED DISPOSITIVE POWER

**5,300,002\***

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**5,300,002\***

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**11.2%**

14. TYPE OF REPORTING PERSON (see instructions)

**CO**

\* As of the filing date and as described in Items 4, 5(a) and 5(b), Eastern Capital Limited beneficially owns 4,050,001 shares of Common Stock and 1,250,001 shares of Common Stock issuable upon exercise of the Series D-1 Warrant, Series E-1 Warrant or the Series F-1 Warrant. As described in Item 6, all warrants are subject to a limit of exercise to the extent (and only to the extent) that Eastern Capital Limited or any of its affiliates would beneficially own in excess of 49.9% (the "Maximum Percentage") of the Common Stock after giving effect to such exercise.

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**PORTFOLIO SERVICES LTD.**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

**OO**

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**CAYMAN ISLANDS**

7. SOLE VOTING POWER

-0-

NUMBER OF  
SHARES

8. SHARED VOTING POWER

BENEFICIALLY  
OWNED BY  
EACH

**5,300,002\***

9. SOLE DISPOSITIVE POWER

REPORTING  
PERSON WITH

-0-

10. SHARED DISPOSITIVE POWER

**5,300,002\***

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**5,300,002\***

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  
(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**11.2%**

14. TYPE OF REPORTING PERSON (see instructions)

**CO**

\* As of the filing date and as described in Items 4, 5(a) and 5(b), Portfolio Services Ltd. beneficially owns 4,050,001 shares of Common Stock and 1,250,001 shares of Common Stock issuable upon exercise of the Series D-1 Warrant, Series E-1 Warrant or the Series F-1 Warrant. As described in Item 6, all warrants are subject to a limit of exercise to the extent (and only to the extent) that Eastern Capital Limited or any of its affiliates would beneficially own in excess of 49.9% (the "Maximum Percentage") of the Common Stock after giving effect to such exercise.

1. NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

**KENNETH B. DART**

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS (see instructions)

**OO**

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

**CAYMAN ISLANDS**

7. SOLE VOTING POWER

NUMBER OF SHARES

-0-

8. SHARED VOTING POWER

BENEFICIALLY

**5,300,002\***

OWNED BY

9. SOLE DISPOSITIVE POWER

EACH

REPORTING

-0-

PERSON WITH

10. SHARED DISPOSITIVE POWER

**5,300,002\***

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**5,300,002\***

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

(see instructions)

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**11.2%**

14. TYPE OF REPORTING PERSON (see instructions)

**IN**

\*As of the filing date and as described in Items 4, 5(a) and 5(b), Kenneth B. Dart beneficially owns 4,050,001 shares of Common Stock and 1,250,001 shares of Common Stock issuable upon exercise of the Series D-1 Warrant, Series E-1 Warrant or the Series F-1 Warrant. As described in Item 6, all warrants are subject to a limit of exercise to the extent (and only to the extent) that Eastern Capital Limited or any of its affiliates would beneficially own in excess of 49.9% (the "Maximum Percentage") of the Common Stock after giving effect to such exercise.

This Amendment No. 10 to Schedule 13D (this "Amendment No. 10") relates to shares of common stock, par value \$0.001 per share (the "Common Stock"), of Marker Therapeutics, Inc., (the "Issuer"). This Amendment No. 10 amends the original Schedule 13D filed with the U.S. Securities and Exchange Commission by the Reporting Persons as previously amended by Amendments No. 1 through 9 (the "Schedule 13D"). Except as otherwise specified in this Amendment No. 10, all previous Items are unchanged. Defined terms used herein but not otherwise defined have the meanings set forth in the Schedule 13D.

**Item 4. Purpose of Transaction.**

On February 18, 2020 the Reporting Persons exercised the Series A-1 Warrant to purchase 416,667 shares of Common Stock of the Issuer at an exercised price of \$1.20 per share.

The Reporting Persons currently have no plans or proposals which relate to or would result in any transaction, event or action enumerated in paragraphs (a) through (j) of Item 4 of Schedule 13D.

**Item 5. Interest in Securities of the Issuer.**

Item 5(a)–(b)

Eastern Capital Limited beneficially owns 5,300,002 shares of the Issuer's Common Stock, representing 11.2% of the Issuer's outstanding Common Stock. Eastern Capital Limited has shared voting and dispositive power of the shares it beneficially owns with its parent, Portfolio Services Ltd. and Kenneth B. Dart.

Portfolio Services Ltd., as the owner of all of the outstanding shares of Eastern Capital Limited, indirectly beneficially owns 5,300,002 shares of the Issuer's Common Stock, representing 11.2% of the Issuer's outstanding Common Stock. Portfolio Services Ltd. has shared voting and dispositive power of the shares it beneficially owns.

As a result of Kenneth B. Dart's ownership of all of the outstanding shares of Portfolio Services Ltd., he indirectly beneficially owns 5,300,002 shares of the Issuer's Common Stock, representing 11.2% of the Issuer's outstanding Common Stock. Kenneth B. Dart has shared voting and dispositive power of the shares he beneficially owns.

The percentage ownership noted in this Schedule 13D/A is based on 45,723,414 shares outstanding as of November 4, 2019 as reported in the Issuer's Form 10-K filed with the U.S. Securities Exchange Commission on November 12, 2019, plus 416,667 shares of Common stock issued upon the exercise of the Series A-1 Warrant, plus 1,250,001 shares of Common Stock that may be issued upon exercise of the Series D-1 Warrant, Series E-1 Warrant or the Series F-1 Warrant held by the Reporting Persons.

**Item 6 Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.**

Pursuant to the conditions of the Warrant Amendment Agreement and each Series D-1 Warrant, Series E-1 Warrant and Series F-1 Warrant respectively and subsequent Reverse Stock Split:

Each Series D-1 Warrant, as amended is exercisable at an initial exercise price of \$9.00 per share, and will expire on the five year anniversary of September 9, 2015.

Each Series E-1 Warrant, as amended is exercisable at an initial exercise price of \$15.00 per share, and will expire on the five year anniversary of June 16, 2015.

Each Series F-1 Warrant, is exercisable at an initial exercise price of \$7.20 per share, and will expire on the five year anniversary of the date of issuance.

A copy of the Certificate of Change filed Pursuant to NRS 78.209 reflecting the Reverse Stock Split is included as Exhibit 3.1 to the Form 8-K filed by the Issuer with the U.S. Securities and Exchange Commission on September 15, 2016 and are incorporated by reference herein.

All warrants are subject to a limit of exercise to the extent (and only to the extent) that Eastern Capital Limited or any of its affiliates would beneficially own in excess of 49.9% (the "Maximum Percentage") of the Common Stock after giving effect to such exercise.

Copies of the form of the respective warrants, as amended, are included as Exhibits 4.6 – 4.8 and Exhibit 4.10 to the Form 8-K filed by the Issuer with the U.S. Securities and Exchange Commission on August 11, 2016 and are incorporated by reference herein.

A copy of the Warrant Amendment Agreement is included as Exhibit 10.3 to the Form 8-K filed by the Issuer with the U.S. Securities and Exchange Commission on August 11, 2016 and is incorporated by reference herein.

#### **Item 7. Material to Be Filed as Exhibits.**

Exhibit 1 – Joint Filing Agreement

Exhibit 2.1 Form of Amended Series D-1 Warrant to Purchase Common Stock (Incorporated herein by reference to Exhibit 4.7 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2016)

Exhibit 2.2 Form of Amended Series E-1 Warrant to Purchase Common Stock (Incorporated herein by reference to Exhibit 4.8 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2016)

Exhibit 2.3 Form of Series F-1 Warrant to Purchase Common Stock (Incorporated herein by reference to Exhibit 4.10 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2016)

Exhibit 3 – Form of Warrant Amendment Agreement (Incorporated herein by reference to Exhibit 10.3 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2016)

Exhibit 4 – Form of Certificate of Change filed Pursuant to NRS 78.209 (Incorporated herein by reference to Exhibit 3.1 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on September 15, 2016)

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

**EASTERN CAPITAL LIMITED**

02/20/2020

Date

/s/ Kenneth B. Dart

Signature

Kenneth B. Dart, Director

Name/Title

**PORTFOLIO SERVICES LTD.**

02/20/2020

Date

/s/ Kenneth B. Dart

Signature

Kenneth B. Dart, Director

Name/Title

**KENNETH B. DART**

02/20/2020

Date

/s/ Kenneth B. Dart

Signature

Kenneth B. Dart

Name/Title

**JOINT FILING AGREEMENT**

The undersigned agree to the joint filing of Schedule 13D (including any and all amendments thereto) with respect to the shares of common stock of Marker Therapeutics, Inc. The undersigned further agree and acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

**EASTERN CAPITAL LIMITED**

02/20/2020

Date

/s/ Kenneth B. Dart

Signature

Kenneth B. Dart, Director

Name/Title

**PORTFOLIO SERVICES LTD.**

02/20/2020

Date

/s/ Kenneth B. Dart

Signature

Kenneth B. Dart, Director

Name/Title

**KENNETH B. DART**

02/20/2020

Date

/s/ Kenneth B. Dart

Signature

Kenneth B. Dart

Name/Title



Form of Amended Series D-1 Warrant to Purchase Common Stock (Incorporated herein by reference to Exhibit 4.7 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2016)

Form of Amended Series E-1 Warrant to Purchase Common Stock (Incorporated herein by reference to Exhibit 4.8 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2016)

Form of Series F-1 Warrant to Purchase Common Stock (Incorporated herein by reference to Exhibit 4.10 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2016)

Form of Warrant Amendment Agreement (Incorporated herein by reference to Exhibit 10.3 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on August 11, 2016)

Form of Certificate of Change filed Pursuant to NRS 78.209 (Incorporated herein by reference to Exhibit 3.1 to the Issuer's Form 8-K filed with the U.S. Securities and Exchange Commission on September 15, 2016)