

**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): March 1, 2018

SPRING BANK PHARMACEUTICALS, INC.

(Exact Name of Company as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-37718
(Commission File Number)

52-2386345
(IRS Employer Identification No.)

**86 South Street
Hopkinton, MA 01748**
(Address of Principal Executive Offices) (Zip Code)

Company's telephone number, including area code: (508) 473-5993

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 1, 2018, the Board of Directors (the “Board”) of Spring Bank Pharmaceuticals, Inc., a Delaware corporation, (the “Company”) elected Timothy Clackson, Ph.D. to the Board as a class I director with a term expiring at the 2019 annual meeting of stockholders.

In accordance with the Company’s current non-employee director compensation policy, Dr. Clackson will receive a \$35,000 annual cash retainer for service on the Board. The Company’s non-employee director compensation policy includes a stock-for-fees policy, under which Dr. Clackson has elected to receive common stock of the Company (the “Common Stock”) in lieu of cash fees for service as a director of the Company.

In addition, in accordance with the Company’s current non-employee director compensation policy, Dr. Clackson received an option to purchase 11,000 shares of Common Stock upon his election to the Board, at an exercise price of \$13.10, the closing share price of the Common Stock on the Nasdaq Global Market on March 1, 2018. This option becomes exercisable on a monthly basis over the course of three years, subject to Dr. Clackson’s continued service as a director of the Company. Dr. Clackson is also entitled to receive an option to purchase 5,500 shares of Common Stock on the date of each annual meeting of stockholders with an exercise price equal to the closing share price of the Common Stock on the Nasdaq Stock Market on the date of grant. Such option shall vest in 12 equal monthly installments while Dr. Clackson is serving as a director of the Company.

Also, in connection with his election to the Board, Dr. Clackson entered into an indemnification agreement (the “Indemnification Agreement”) with the Company. The Indemnification Agreement is substantially the same as the form of indemnification agreement that the Company has entered into with its other directors, a copy of which was filed as Exhibit 10.1 to the Company’s Registration Statement on Form S-1 (File No. 333-208875) filed with the SEC on January 5, 2016. The indemnification agreement provides that the Company will indemnify the relevant director for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as a director.

There are no arrangements or understandings between Dr. Clackson and any other person pursuant to which Dr. Clackson was elected as a director.

A copy of the press release announcing Dr. Clackson’s election is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated March 5, 2018.

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.

Date: March 5, 2018

SPRING BANK PHARMACEUTICALS, INC.

By: _____ /s/ Martin Driscoll
Martin Driscoll
President and Chief Executive Officer



Spring Bank Pharmaceuticals Appoints Timothy Clackson, Ph.D., to its Board of Directors

Spring Bank strengthens Board of Directors with the addition of a prominent biopharma R&D veteran

HOPKINTON, Mass., Mar. 5, 2018 (GLOBE NEWSWIRE) Spring Bank Pharmaceuticals, Inc. (NASDAQ: SBPH), a clinical-stage biopharmaceutical company developing novel therapeutics for the treatment of viral infections, inflammatory diseases and certain cancers, today announced that biopharmaceutical industry R&D veteran, Timothy Clackson, Ph.D., has been elected as an independent member of its Board of Directors.

“We are thrilled to welcome Dr. Clackson to our Board of Directors,” said Martin Driscoll, chairman and chief executive officer of Spring Bank Pharmaceuticals. “Tim’s extensive experience in biopharmaceutical development, notably in the field of oncology, will be an exceptional asset to Spring Bank and the Board. His years of experience in global clinical development and regulatory approvals from his role as president of research and development at ARIAD Pharmaceuticals will greatly benefit our company as we progress the development of inarigivir, the most advanced clinical candidate for the treatment of chronic hepatitis B, and advance our next-generation STING agonist compound, SB 11285, towards our initial clinical trial in hepatocellular carcinoma later this year.”

Dr. Clackson noted, “After reviewing the opportunities that lie ahead for Spring Bank, I am pleased to join the Board of Directors at this dynamic company. I look forward to helping them succeed in bringing a functional cure to patients with chronic hepatitis B and a potentially transformative therapy for certain cancers.”

Dr. Clackson most recently served as president of research and development at ARIAD Pharmaceuticals, Inc. until its acquisition by Takeda. He led the R&D team that discovered and brought to market two innovative targeted therapies for cancer, and moved three additional medicines into clinical development. Prior to his seven years as president of R&D, Dr. Clackson served as ARIAD’s senior vice president and chief scientific officer. Dr. Clackson was a postdoctoral fellow at Genentech, Inc. from 1991 to 1994 prior to his joining ARIAD in December 1994. Dr. Clackson currently serves on the Board of Directors of MassBio. He received a B.A. in biochemistry from the University of Oxford, and a Ph.D. in biology from the University of Cambridge.

About Spring Bank



Spring Bank Pharmaceuticals, Inc. is a clinical-stage biopharmaceutical company engaged in the discovery and development of a novel class of therapeutics using its proprietary small molecule nucleic acid hybrid (SMNH) chemistry platform. SMNH compounds are small segments of nucleic acids that the company designs to selectively target and modulate the activity of specific proteins implicated in various disease states. The company is developing its most advanced SMNH product candidate, inarigivir, for the treatment of viral diseases, including hepatitis B virus (HBV) and other SMNH product candidates, including SB 11285, the company's lead immunotherapeutic agent for the treatment of selected cancers through the activation of the STimulator of INterferon Genes, or STING, pathway.

Forward-Looking Statements

Statements in this press release about Spring Bank's future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including whether Spring Bank's cash resources will be sufficient to fund its continuing operations for the periods and/or trials anticipated; whether results obtained in preclinical studies and clinical trials will be indicative of results obtained in future clinical trials; whether Spring Bank's product candidates will advance through the clinical trial process on a timely basis, or at all; whether the results of such trials will warrant submission for approval from the United States Food and Drug Administration or equivalent foreign regulatory agencies; whether Spring Bank's product candidates will receive approval from regulatory agencies on a timely basis or at all; whether, if product candidates obtain approval, they will be successfully distributed and marketed; and other factors discussed in the "Risk Factors" section of Spring Bank's Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the Securities and Exchange Commission on February 20, 2018, and in other filings Spring Bank makes with the SEC from time to time.

Contacts

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