

**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): July 10, 2019

SPRING BANK PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37718
(Commission File Number)

52-2386345
(IRS Employer
Identification No.)

35 Parkwood Drive, Suite 210

Hopkinton, MA 01748
(Address of principal executive offices) (Zip Code)

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

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:

- 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 Class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	SBPH	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 July 10, 2019, Spring Bank Pharmaceuticals, Inc. (the “Company”) held its 2019 annual meeting of stockholders. At the annual meeting, the stockholders: (1) re-elected Timothy Clackson, Ph.D. and elected Pamela Klein, M.D. to serve as members of the Company’s Board of Directors, each as a Class I director for a term of three years to serve until the 2022 annual meeting of stockholders or until his or her successor is elected and qualified or until his or her earlier death, resignation or removal (the “Election of Directors”) and (2) ratified the appointment of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019 (the “Ratification of Appointment of Independent Registered Public Accounting Firm”). A more complete description of these matters is set forth in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on May 24, 2019.

The number of votes cast in favor or against or withheld by the stockholders and, where applicable, the number of abstentions and the number of broker non-votes on each of the foregoing matters are set forth below.

1. Election of Directors:

Nominee	Shares Voted For	Shares Voted to Withhold Authority	Broker Non-votes
Timothy Clackson, Ph.D.	9,017,092	941,698	3,426,920
Pamela Klein, M.D.	9,922,346	36,444	3,426,920

2. Ratification of Appointment of Independent Registered Public Accounting Firm:

Shares Voted For	Shares Voted Against	Shares Abstaining
13,302,040	18,018	65,652

Item 8.01 Other Events.

On July 10, 2019, the Company issued a press release announcing Dr. Klein’s election to the Company’s Board of Directors. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description99.1 [Press Release dated July 10, 2019.](#)

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 thereunto duly authorized.

SPRING BANK PHARMACEUTICALS, INC.

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

Date: July 10, 2019



Spring Bank Pharmaceuticals Announces Election of Pamela Klein, M.D., to its Board of Directors

HOPKINTON, Mass., Jul. 10, 2019 (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 Pamela Klein, M.D., has been elected as an independent member of its Board of Directors. Dr. Klein will also serve on the Science and Technology Committee of the Board of Directors.

“We are thrilled to welcome Dr. Klein to our Board of Directors,” said Scott Smith, chair of the Board of Directors of Spring Bank. “Pam’s extensive biopharmaceutical clinical development and regulatory experience will be extremely helpful to Spring Bank and the Board as we continue to progress our product candidates through clinical trials. Specifically, Pam’s oncology experience will greatly benefit our company as we drive the development of our second-generation STING agonist compound, SB 11285.”

Dr. Klein noted, “I am delighted to join the Board of Directors of Spring Bank. I look forward to working with the Spring Bank Board of Directors and management team as the company continues to progress its novel development candidates. I am particularly excited about the company as it embarks on entering the clinic with its novel, intravenously-administered STING agonist candidate, SB 11285.”

Dr. Klein is a principal and founder of PMK BioResearch, which offers strategic consulting in oncology drug development to corporate boards, management teams and the investment community. She previously served as Chief Medical Officer of Intellikine, which was acquired by Takeda Pharmaceuticals in 2011, and Vice President, Development, at Genentech. Dr. Klein also spent seven years at the National Cancer Institute as Research Director of the NCI-Navy Breast Care Center. Dr. Klein currently serves as a member of various scientific advisory boards as well as on the board of directors of argenx SE, a biotechnology company. Dr. Klein holds a B.A. in biology from California State University and an M.D. from Stritch School of Medicine, Loyola University Chicago, and is trained in internal medicine and medical oncology.

About Spring Bank Pharmaceuticals

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 nucleotide platform. The company designs its compounds to selectively target and modulate the activity of specific proteins implicated in various disease states. The company’s lead product candidate, inarigivir, is being developed for the treatment of chronic hepatitis B virus (HBV). Inarigivir is designed to activate within hepatic cells retinoic acid-inducible gene 1 (RIG-I), which



has been shown to inhibit HBV viral replication and induce the intracellular interferon signaling pathways for antiviral defense. The company is also developing its lead STING agonist product candidate, SB 11285, an immunotherapeutic agent for the treatment of selected cancers. For more information, please visit www.springbankpharm.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995, as amended, about Spring Bank's future expectations, plans and prospects. These statements include, but are not limited to, statements about the next steps in the clinical development of SB 11285. The words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "will," "would," "could," "potential," "possible," "hope," "likelihood" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from current expectations and beliefs. For example, there can be no guarantee that any product candidate will be successfully developed or complete necessary preclinical and clinical phases, that the results of any pre-clinical study will be predictive for clinical studies of the same product candidate, or that development of any of product candidates will successfully continue. Management's expectations and, therefore, any forward-looking statements in this press release could also be affected by risks and uncertainties relating to a number of other important factors, including: whether Spring Bank's product candidates will advance through the clinical trial process on a timely basis, or at all; whether Spring Bank's cash resources will be sufficient to fund its continuing operations for the periods and/or trials anticipated; whether the results of clinical 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, 2018, which was filed with the Securities and Exchange Commission (SEC) on March 11, 2019 and in other filings Spring Bank makes with the SEC from time to time.

Source: Spring Bank Pharmaceuticals, Inc.

Investors:

Spring Bank Pharmaceuticals, Inc.

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