

**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): **November 7, 2019**

Checkpoint Therapeutics, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38128
(Commission File Number)

47-2568632
(IRS Employer Identification No.)

**2 Gansevoort Street, 9th Floor
New York, New York 10014**
(Address of Principal Executive Offices)

(781) 652-4500
(Registrant's telephone number, including area code)

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.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	CKPT	NASDAQ Capital Market

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 2.02. Results of Operations and Financial Condition.

On November 7, 2019, Checkpoint Therapeutics, Inc. issued a press release to provide a corporate update and to announce its financial results for the third quarter ended September 30, 2019. A copy of such press release is being furnished as Exhibit 99.1 to this report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished herewith:

Exhibit Number	Description
<u>99.1</u>	<u>Press release issued by Checkpoint Therapeutics, Inc., dated November 7, 2019.</u>

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.

CHECKPOINT THERAPEUTICS, INC.
(Registrant)

Date: November 7, 2019

By: /s/ James F. Oliviero
Name: James F. Oliviero
Title: President and Chief Executive Officer



Checkpoint Therapeutics Reports Third Quarter 2019 Financial Results and Recent Corporate Highlights

New York, NY – November 7, 2019 – Checkpoint Therapeutics, Inc. (“Checkpoint”) (NASDAQ: CKPT), a clinical-stage, immunotherapy and targeted oncology company, today announced financial results and recent corporate highlights for the third quarter ended September 30, 2019.

James F. Oliviero, President and Chief Executive Officer of Checkpoint, said, “We achieved a key inflection point in September with the presentation of positive interim clinical results for cosibelimab (formerly CK-301), our fully human anti-PD-L1 antibody, at the European Society for Medical Oncology (“ESMO”) Congress 2019. These compelling clinical data demonstrated anti-tumor activity across multiple advanced cancers, with a 50% objective response rate observed in cutaneous squamous cell carcinoma (“CSCC”), a 40% objective response rate observed in non-small cell lung cancer (“NSCLC”), as well as a well-tolerated safety profile across all cohorts. These results highlight the potential of cosibelimab to be potentially differentiated from other drugs in its class, in addition to our intended commercial strategy to position cosibelimab as a lower-cost alternative to available anti-PD-1/L1 mAbs. Enrollment in this trial is ongoing and, with additional data, could support the submission of an initial Biologics License Application (“BLA”) for cosibelimab in CSCC. We also look forward to soon reporting additional clinical data for CK-101, our novel, oral, third-generation epidermal growth factor receptor (“EGFR”) inhibitor, in order to support the potential initiation of a Phase 3 clinical trial in first-line EGFR mutation-positive NSCLC.”

Financial Results:

- **Cash Position:** As of September 30, 2019, Checkpoint’s cash and cash equivalents totaled \$13.1 million, compared to \$13.2 million as of June 30, 2019, and \$22.0 million as of December 31, 2018, a decrease of \$0.1 million for the quarter and a decrease of \$8.9 million year-to-date.
 - **R&D Expenses:** Research and development expenses for the third quarter of 2019 were \$3.9 million, compared to \$7.8 million for the third quarter of 2018, a decrease of \$3.9 million. Research and development expenses for the third quarter of 2019 included \$0.2 million of non-cash stock expenses, compared to \$0.6 million in stock compensation expense for the third quarter of 2018. The Company expects that for the balance of 2019, research and development expenses will continue to remain lower than the comparable period in 2018.
 - **G&A Expenses:** General and administrative expenses for the third quarter of 2019 were \$1.6 million, compared to \$1.5 million for the third quarter of 2018, an increase of \$0.1 million. General and administrative expenses for the third quarters of 2019 and 2018 each included \$0.7 million of non-cash stock expenses.
 - **Net Loss:** Net loss attributable to common stockholders for the third quarter of 2019 was \$5.2 million, or \$0.15 per share, compared to a net loss of \$9.3 million, or \$0.32 per share, for the third quarter of 2018. The net loss for the third quarter of 2019 included \$0.9 million of non-cash stock expenses, compared to \$1.3 million for the third quarter of 2018.
-

About Checkpoint Therapeutics

Checkpoint Therapeutics, Inc. (“Checkpoint”) is a clinical-stage, immunotherapy and targeted oncology biopharmaceutical company focused on the acquisition, development and commercialization of novel treatments for patients with solid tumor cancers. Checkpoint is evaluating its lead small-molecule, targeted anti-cancer agent, CK-101, a third-generation epidermal growth factor receptor (“EGFR”) inhibitor, in a Phase 1 clinical trial for the treatment of patients with EGFR mutation-positive non-small cell lung cancer (“NSCLC”). In addition, Checkpoint is currently evaluating its lead antibody product candidate, cosibelimab, a potentially differentiated anti-PD-L1 antibody licensed from the Dana-Farber Cancer Institute, in an ongoing Phase 1 clinical trial in checkpoint therapy-naïve patients with selected recurrent or metastatic cancers, including ongoing cohorts intended to support one or more Biologics License Application submissions. Checkpoint is headquartered in New York City and was founded by Fortress Biotech, Inc. (NASDAQ: FBIO). For more information, visit www.checkpointtx.com.

Forward-Looking Statements

This press release may contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, each as amended. Such statements include, but are not limited to, any statements relating to our plans to submit one or more BLAs and seek accelerated approvals for cosibelimab, any statements regarding the potential differentiation of cosibelimab and CK-101, any statements relating to how long we believe our cash will fund our operations, any statements relating to our growth strategy, product development programs, timelines and regulatory actions, and any other statements that are not historical facts. Forward-looking statements are based on management’s current expectations and are subject to risks and uncertainties that could negatively affect our business, operating results, financial condition and stock value. Factors that could cause actual results to differ materially from those currently anticipated include: risks relating to our growth strategy; our ability to obtain, perform under and maintain financing and strategic agreements and relationships; risks relating to the results of research and development activities; risks relating to the timing of starting and completing clinical trials; uncertainties relating to preclinical and clinical testing; our dependence on third-party suppliers; our ability to attract, integrate and retain key personnel; the early stage of products under development; our need for substantial additional funds; government regulation; patent and intellectual property matters; competition; as well as other risks described in our SEC filings. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein to reflect any change in our expectations or any changes in events, conditions or circumstances on which any such statement is based, except as required by law.

Company Contacts:

Jaclyn Jaffe and William Begien
Checkpoint Therapeutics, Inc.
(781) 652-4500
ir@checkpointtx.com

Investor Relations Contact:

Ashley R. Robinson
Managing Director, LifeSci Advisors, LLC
(617) 775-5956
arr@lifesciadvisors.com

Media Relations Contact:

Tony Plohoros
6 Degrees
(908) 940-0135
tplohoros@6degreespr.com

CHECKPOINT THERAPEUTICS, INC.
CONDENSED BALANCE SHEETS
(in thousands, except share and per share amounts)

	September 30, 2019	December 31, 2018
	(Unaudited)	
ASSETS		
Current Assets:		
Cash and cash equivalents	\$ 13,060	\$ 21,995
Prepaid expenses and other assets	740	1,372
Other receivables - related party	280	1,532
Total current assets	14,080	24,899
Total Assets	\$ 14,080	\$ 24,899
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable and accrued expenses	\$ 6,907	\$ 12,317
Accounts payable and accrued expenses - related party	904	776
Total current liabilities	7,811	13,093
Total Liabilities	7,811	13,093
Commitments and Contingencies		
Stockholders' Equity		
Common Stock (\$0.0001 par value), 60,000,000 shares authorized		
Class A common shares, 7,000,000 shares issued and outstanding as of September 30, 2019 and December 31, 2018	1	1
Common shares, 31,166,033 and 27,076,154 shares issued and outstanding as of September 30, 2019 and December 31, 2018, respectively	3	3
Common stock issuable, 0 and 960,428 shares as of September 30, 2019 and December 31, 2018, respectively	-	1,748
Additional paid-in capital	117,550	105,451
Accumulated deficit	(111,285)	(95,397)
Total Stockholders' Equity	6,269	11,806
Total Liabilities and Stockholders' Equity	\$ 14,080	\$ 24,899

CHECKPOINT THERAPEUTICS, INC.
CONDENSED STATEMENTS OF OPERATIONS
(Unaudited)

(in thousands, except share and per share amounts)

	<u>For the three months ended September 30,</u>		<u>For the nine months ended September 30,</u>	
	<u>2019</u>	<u>2018</u>	<u>2019</u>	<u>2018</u>
Revenue - related party	\$ 280	\$ 5	\$ 1,683	\$ 475
Operating expenses:				
Research and development	3,894	7,848	12,595	20,233
General and administrative	1,620	1,544	5,081	5,090
Total operating expenses	<u>5,514</u>	<u>9,392</u>	<u>17,676</u>	<u>25,323</u>
Loss from operations	<u>(5,234)</u>	<u>(9,387)</u>	<u>(15,993)</u>	<u>(24,848)</u>
Other income				
Interest income	28	43	105	100
Total other income	<u>28</u>	<u>43</u>	<u>105</u>	<u>100</u>
Net Loss	<u>\$ (5,206)</u>	<u>\$ (9,344)</u>	<u>\$ (15,888)</u>	<u>\$ (24,748)</u>
Loss per Share:				
Basic and diluted net loss per common share outstanding	<u>\$ (0.15)</u>	<u>\$ (0.32)</u>	<u>\$ (0.48)</u>	<u>\$ (0.89)</u>
Basic and diluted weighted average number of common shares outstanding	<u>34,561,844</u>	<u>29,249,035</u>	<u>33,178,567</u>	<u>27,698,323</u>