

**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): December 5, 2022

**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.)

**95 Sawyer Road, Suite 110, Waltham, MA 02453**  
(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 (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 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 3.03. Material Modification to Rights of Security Holders.**

On December 5, 2022, Checkpoint Therapeutics, Inc., (the "**Company**") filed a Certificate of Amendment (the "**Amendment**") to its Amended and Restated Certificate of Incorporation with the Secretary of State of Delaware which (i) effected a 1-for-10 reverse stock split (the "**Reverse Stock Split**") of the Company's common stock par value \$0.0001 (the "**Common Stock**"), and (ii) effected a reduction in the number of authorized shares of Common Stock from 135,000,000 to 50,000,000 (the "**Authorized Share Reduction**").

The Reverse Stock Split will be effective on December 6, 2022. The Common Stock will be quoted on the Nasdaq Capital Market on a post-split basis at the open of business on December 6, 2022. The Company's post-reverse split Common Stock has a new CUSIP number, 162828206, but the par value and all other terms of the Common Stock were not affected by the Reverse Stock Split.

The Company's transfer agent, VStock Transfer, LLC, is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record regarding the exchange of certificates of Common Stock.

The foregoing description of the Amendment and the Reverse Stock Split set forth above does not purport to be complete and is qualified in its entirety by reference to the Amendment. A copy of the Amendment is being filed as Exhibit 3.1 to this Current report on Form 8-K and is incorporated herein by reference.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously disclosed, on November 3, 2022 a majority of the voting power of the Company voted to approve an amendment (the "**Plan Amendment**") to the Company's Amended and Restated 2015 Stock Incentive Plan (the "**Incentive Plan**") to increase the number of shares of common stock available for issuance under the Incentive Plan, giving effect to the Reverse Stock Split, by 2,100,000 from 900,000 to 3,000,000.

A copy of the Plan Amendment is filed as Exhibit 10.1 to this report and is incorporated by reference in this Item 5.02.

**Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The disclosures set forth in Item 3.03 of this Current Report on Form 8-K are incorporated into this Item 5.03 by reference.

**Item 8.01 Other Events.**

On December 5, 2022, Checkpoint Therapeutics, Inc. issued a press release announcing the Reverse Stock Split. A copy of such press release is included as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

The following exhibits are furnished herewith:

<u>Exhibit No.</u>	<u>Description</u>
<u>3.1</u>	<u><a href="#">Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Checkpoint Therapeutics, Inc.</a></u>
<u>10.1</u>	<u><a href="#">Amendment to Checkpoint Therapeutics, Inc. Amended and Restated 2015 Incentive Plan.</a></u>
<u>99.1</u>	<u><a href="#">Press Release, dated December 5, 2022</a></u>
104	Cover Page Interactive Data File (embedded within Inline XBRL document)

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**SIGNATURE**

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: December 5, 2022

**Checkpoint Therapeutics, Inc.**  
(Registrant)

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

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**CERTIFICATE OF AMENDMENT  
OF  
AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
CHECKPOINT THERAPEUTICS, INC.**

Checkpoint Therapeutics, Inc. (the “**Corporation**”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**DGCL**”), does hereby certify as follows:

**FIRST:** That the Corporation’s original Certificate of Incorporation was filed on November 10, 2014.

**SECOND:** That the Board of Directors of the Corporation (the “**Board**”) duly adopted resolutions by written consent, after giving effect to the 10:1 reverse stock split, proposing and declaring advisable the amendment of the Amended and Restated Certificate of Incorporation of the Corporation, as follows:

**RESOLVED,** the first paragraph of ARTICLE IV of the Amended and Restated Certificate of Incorporation be replaced and amended in its entirety to read as follows:

1. **Common Stock.** The total number of shares of capital stock that the Corporation shall have the authority to issue is fifty million (50,000,000) shares of Common Stock, with \$0.0001 par value, of which seven hundred thousand (700,000) shares are designated as Class A Common Stock (the “**Class A Common Stock**”). The powers, preferences and relative participating, optional and other special rights of the respective classes of the Corporation’s capital stock or the holders thereof and the qualifications, limitations and restrictions thereof are as follows:

**THIRD:** Upon the filing and effectiveness (the “**Effective Time**”) pursuant to the DGCL of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, every ten (10) issued and outstanding shares or shares held by the Corporation as treasury stock of the Corporation’s common stock, par value \$0.0001 per share, as of the date and time immediately preceding the Effective Time (the “**Old Shares**”), shall automatically be reclassified as and converted into one (1) validly issued, fully paid and non-assessable share of common stock of the Corporation (the “**New Shares**”) without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). Further, every right, option and warrant to acquire Old Shares outstanding immediately prior to the Effective Time shall, as of the Effective Time and without any further action, automatically be reclassified into the right to acquire one (1) New Share based on the conversion ratio of shares of Old Shares to New Shares set forth in the preceding sentence, but otherwise upon the terms of such right, option or warrant (except that the exercise or purchase price of such right, option or warrant shall be proportionately adjusted).

No fractional shares shall be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive cash (without interest or deduction) from the Corporation’s transfer agent in lieu of such fractional share interests upon the submission of a transmission letter by a stockholder holding the shares in book-entry form and, where shares are held in certificated form, upon the surrender of the stockholder’s Old Certificates (as defined below), in an amount equal to the product obtained by multiplying (a) the closing price per share of the Common Stock as reported on the Nasdaq Stock Market as of the date of the Effective Time, by (b) the fraction of one share owned by the stockholder.

**FOURTH:** Each holder of record of a certificate which immediately prior to the last trading day preceding the date of the Split Effective Time (the “**Split Effective Date**”) represents Old Shares (the “**Old Certificates**”) shall be entitled to receive upon surrender of such Old Certificates to the Corporation’s transfer agent for cancellation, a certificate (the “**New Certificates**”) representing the number of whole shares of common stock into and for which the shares formerly represented by such Old Certificates so surrendered are exchangeable. From and after the Effective Date, Old Certificates shall represent only the right to receive New Certificates pursuant to the provisions hereof.

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**FIFTH:** That the stockholders of the Corporation approved and adopted such amendments by written consent in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware.

**SIXTH:** That such amendment of the Amended and Restated Certificate of Incorporation of the Corporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**SEVENTH:** This amendment shall be effective as of December 6, 2022.

[Signature Page Follows]

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**IN WITNESS WHEREOF,** the Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be signed by its President and Chief Executive Officer as of this 5th day of December, 2022.

**CHECKPOINT THERAPEUTICS, INC.**

By: /s/ James F. Oliviero

James F. Oliviero, President and CEO

[Signature Page to Certificate of Amendment of Certificate of Incorporation of Checkpoint Therapeutics, Inc.]

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**AMENDMENT TO THE  
CHECKPOINT THERAPEUTICS, INC.  
AMENDED AND RESTATED 2015 INCENTIVE PLAN**

This Amendment to the Checkpoint Therapeutics, Inc. Amended and Restated 2015 Incentive Plan (the "Plan"), is hereby adopted, effective as of the date indicated below.

**WITNESETH:**

**WHEREAS**, Checkpoint Therapeutics, Inc. (the "**Corporation**") maintains the Plan, and the Plan is currently in effect; and

**WHEREAS**, Section 16.1 of the Plan authorizes the Board or the Committee (as defined in the Plan) to amend the Plan, subject to certain limitations, including stockholder approval for certain amendments; and

**WHEREAS**, the Board has approved and authorized this Amendment to the Plan and has recommended that the stockholders of the Corporation approve this Amendment;

**NOW, THEREFORE, BE IT RESOLVED**, that the Plan is hereby amended as follows, effective as of December 6, 2022:

1. Section 5.1. of the Plan is hereby amended by increasing the share references in such section from 900,000 to 3,000,000, so that such section reads in its entirety as follows:

"5.1. NUMBER OF SHARES. Subject to adjustment as provided in Sections 5.2 and Section 15.1, the aggregate number of Shares reserved and available for issuance pursuant to Awards granted under the Plan shall be 3,000,000. The maximum number of Shares that may be issued upon exercise of Incentive Stock Options granted under the Plan shall be 3,000,000."

2. Except as specifically set forth herein, the terms of the Plan shall be and remain unchanged, and the Plan as amended shall remain in full force and effect.

The foregoing is hereby acknowledged as being the Amendment to the Checkpoint Therapeutics, Inc. Amended and Restated 2015 Incentive Plan, as adopted by the Board on November 3, 2022, and approved by the Corporation's stockholders on November 3, 2022.

**CHECKPOINT THERAPEUTICS, INC.**

By: /s/ James F. Oliviero

James F. Oliviero, President and CEO

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### Checkpoint Therapeutics Announces Reverse Stock Split

**Waltham, MA – December 5, 2022** – Checkpoint Therapeutics, Inc. (“Checkpoint”) (Nasdaq: CKPT), a clinical-stage immunotherapy and targeted oncology company, today announced that it will effect a 1-for-10 reverse stock split of its issued and outstanding common stock. Checkpoint expects its common stock to begin trading on a split-adjusted basis on the Nasdaq Capital Market as of the commencement of trading on December 6, 2022.

The reverse stock split was approved on November 3, 2022 by Checkpoint’s Board of Directors and stockholders representing approximately 58% of the voting power of Checkpoint’s outstanding capital stock. The reverse stock split is intended to improve the marketability and liquidity of Checkpoint’s common stock and to remain in compliance with Nasdaq’s continued listing requirements.

Checkpoint’s common stock will continue to trade on the Nasdaq Capital Market under the symbol “CKPT” following the reverse stock split, with a new CUSIP number of 162828206. The reverse stock split will affect all stockholders uniformly and will not alter any stockholder’s percentage interest in Checkpoint’s equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. No fractional shares will be issued in connection with the reverse stock split and stockholders who would otherwise be entitled to a fractional share will receive a proportional cash payment. After the effectiveness of the reverse stock split, the number of outstanding shares of common stock will be reduced from approximately 93 million to approximately 9.3 million.

Checkpoint’s transfer agent, VStock Transfer, LLC, is also acting as the exchange and paying agent for the reverse stock split. VStock Transfer, LLC will provide instructions to stockholders regarding the process for exchanging physical share certificates. Checkpoint does not expect that stockholders holding their shares in book-entry form or through a bank, broker or other nominee need to take any action in connection with the reverse stock split. Beneficial holders are encouraged to contact their bank, broker or other nominee with any procedural questions. Additional information concerning the reverse stock split can be found in Checkpoint’s definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on November 14, 2022.

#### About Checkpoint Therapeutics

Checkpoint is a clinical-stage immunotherapy and targeted oncology company focused on the acquisition, development and commercialization of novel treatments for patients with solid tumor cancers. Checkpoint is evaluating its lead antibody product candidate, cosibelimab, a potential best-in-class anti-PD-L1 antibody licensed from the Dana-Farber Cancer Institute, in an ongoing global, open-label, multicohort Phase 1 clinical trial in checkpoint therapy-naïve patients with selected recurrent or metastatic cancers, including ongoing cohorts in locally advanced and metastatic cutaneous squamous cell carcinoma (“cSCC”) intended to support one or more applications for marketing approval. Following positive topline and interim results in metastatic and locally advanced cSCC, respectively, Checkpoint intends to submit a Biologics License Application for these indications later this year. Checkpoint is evaluating its lead small-molecule, targeted anti-cancer agent, olafertinib (formerly CK-101), a third-generation epidermal growth factor receptor (“EGFR”) inhibitor, as a potential new treatment for patients with EGFR mutation-positive non-small cell lung cancer. Checkpoint is headquartered in Waltham, MA and was founded by Fortress Biotech, Inc. (Nasdaq: FBIO). For more information, visit [www.checkpointtx.com](http://www.checkpointtx.com).

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#### Forward-Looking Statements

This press release contains “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, that involve a number of risks and uncertainties. For those statements, we claim the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements relating to the reverse stock split improving the marketability and liquidity of our common stock and to remain in compliance with Nasdaq’s continued listing requirements, statements relating to the potential differentiation of cosibelimab, including a potentially favorable safety profile as compared to the currently available anti-PD-1 therapies, the two-fold mechanism of action of cosibelimab translating into potential enhanced efficacy, projections of publication and regulatory submission timelines, and our planned price disruptive strategy generating substantial market share for cosibelimab in the U.S. Factors that could cause our actual results to differ materially include the following: our ability to successfully deliver the complete dataset from the clinical trial and complete a BLA submission on schedule as planned; the risk that topline and interim data remains subject to audit and verification procedures that may result in the final data being materially different from the topline or interim data we previously published; the risk that safety issues or trends will be observed in the clinical trial when the full safety dataset is available and analyzed; the risk that a positive primary endpoint does not translate to all, or any, secondary endpoints being met; risks that regulatory authorities will not accept an application for approval of cosibelimab based on data from the Phase 1 clinical trial; the risk that the clinical results from the Phase 1 clinical trial will not support regulatory approval of cosibelimab to treat cSCC or, if approved, that cosibelimab will not be commercially successful; risks related to our chemistry, manufacturing and controls and contract manufacturing relationships; risks related to our ability to obtain, perform under and maintain financing and strategic agreements and relationships; risks related to our need for substantial additional funds; other uncertainties inherent in research and development; our dependence on third-party suppliers; government regulation; patent and intellectual property matters; competition; and our ability to achieve the milestones we project, including the risk that the evolving and unpredictable Russia/Ukraine conflict and COVID-19 pandemic delay achievement of those milestones. Further discussion about these and other risks and uncertainties can be found in our Annual Report on Form 10-K for the fiscal year ended December 31, 2021, and in our other filings with the U.S. Securities and Exchange Commission.

Any forward-looking statements set forth in this press release speak only as of the date of this press release. 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. This press release and prior releases are available at [www.checkpointtx.com](http://www.checkpointtx.com).

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