

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

January 26, 2024
Date of Report (Date of earliest event reported)

Aprea Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39069
(Commission
File Number)

84-2246769
(IRS Employer
Identification No.)

3805 Old Easton Road
Doylestown, PA
(Address of principal executive offices)

18902
(Zip Code)

Registrant's telephone number, including area code: **(617) 463-9385**

(Former name or former address, if changed since last report): Not applicable

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 each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.001 per share	APRE	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 (§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 1.01 Entry into a Material Definitive Agreement.

On January 26, 2024, Aprea Therapeutics, Inc. (the “Company”) entered into an at the market offering agreement (the “Sales Agreement”) with H.C. Wainwright & Co., LLC (the “HCW”). Under the Sales Agreement, the Company may offer and sell its common stock, par value \$0.001 per share (“Common Stock”), from time to time having an aggregate offering price of up to \$1.0 million (the “Shares”) during the term of the Sales Agreement through or to HCW as sales agent or principal. The Company has filed a prospectus supplement relating to the offer and sale of the Shares pursuant to the Sales Agreement. The offering and sale of the Shares will be made pursuant to the Company’s Registration Statement on Form S-3, filed with the Securities and Exchange Commission (the “SEC”) on January 26, 2024. The Shares may be offered only by means of a prospectus forming a part of the Registration Statement. The Company intends to use the net proceeds from the offering, if any, for general corporate purposes, including for preclinical studies and clinical trials and the advancement of our product candidates.

The Company is not obligated to sell any Shares pursuant to the Sales Agreement. Subject to the terms and conditions of the Sales Agreement, HCW will use commercially reasonable efforts, consistent with its normal trading and sales practices and applicable state and federal law, rules and regulations, to sell Shares from time to time based upon the Company’s instructions, including any price, time or size limits or other customary parameters or conditions the Company may impose.

Under the Sales Agreement, HCW may sell Shares by any method permitted by law deemed to be an “at the market offering” as defined in Rule 415 of the Securities Act of 1933, as amended, and the rules and regulations thereunder.

The Sales Agreement may be terminated by either party providing notice, subject to the limitations set forth in the Sales Agreement.

The Company has agreed to pay HCW a commission equal to 3.0% of the gross proceeds from the sales of Shares pursuant to the Sales Agreement and has agreed to provide HCW with customary indemnification and contribution rights.

The foregoing summary of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Sales Agreement, a copy of which is filed as Exhibit 1.1 hereto and incorporated herein by reference. The Sales Agreement contains representations and warranties that the parties made to, and solely for the benefit of, the other in the context of all of the terms and conditions of the Sales Agreement and in the context of the specific relationship between the parties. The provisions of the Sales Agreement, including the representations and warranties contained therein, are not for the benefit of any party other than the parties to the Sales Agreement and are not intended as a document for investors and the public to obtain factual information about the Company’s current state of affairs. Rather, investors and the public should look to other disclosures contained in the Company’s filings with the SEC.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any Shares under the Sales Agreement, nor shall there be any sale of such Shares in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

10.1	At the Market Offering Agreement dated as of January 26, 2024, between Aprea Therapeutics, Inc. and H.C. Wainwright & Co., LLC (incorporated by reference to Exhibit 1.2 to the Company’s Registration Statement of Form S-3, filed with the Securities and Exchange Commission on January 26, 2024).
104	Cover Page Interactive Data File (embedded within the XBRL document)

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.

Aprea Therapeutics, Inc.

Dated: January 26, 2024

By: /s/ Oren Gilad

Name: Oren Gilad, Ph.D.

Title: President and Chief Executive Officer
