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

June 26, 2020
Date of Report (Date of earliest event reported)

Aprea Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-39069**	**84-2246769**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

535 Boylston Street **Boston, Massachusetts**	**02116**
(Address of principal executive offices)	(Zip Code)

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

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

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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	NASDAQ Global Select 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of New Directors

On June 26, 2020, the Board of Directors (the "Board") of Aprea Therapeutics, Inc. (the "Company") appointed Fouad Namouni, M.D. as a Class II member of the Board and Richard Peters, M.D., Ph.D. as a Class I member of the Board. At this time, Dr. Namouni and Dr. Peters have not been appointed to any Board committee.

Dr. Namouni and Dr. Peters each will receive the standard cash compensation amounts payable to non-employee directors of the Company, as well as the equity compensation (including the initial equity grant) described in the Company's definitive proxy statement on Schedule 14A filed with the United States Securities and Exchange Commission on April 29, 2020 (the "Proxy Statement").

Resignation of Director

On June 26, 2020, Guido Magni, M.D., Ph.D., resigned from the Board, effective as of June 30, 2020. Such resignation was not as the result of any disagreement with the Company on any matter relating to the operations, policies or practices of the Company.

The Company issued a press release regarding the above matters, which is being furnished and is attached hereto as Exhibit 99.1.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the 2020 annual meeting of stockholders (the "Annual Meeting") of the Company held on June 26, 2020, the following proposals were submitted to the stockholders of the Company:

Proposal 1: The election of two directors to serve as Class I directors until the Company's 2023 annual meeting of stockholders and until their successors are duly elected and qualified.

The Company's stockholders elected the following two directors to serve as Class I directors until the Company's 2023 annual meeting of stockholders and until their successors are duly elected and qualified. The votes regarding the election of the directors were as follows:

Director	Votes For	Votes Withheld	Broker Non-Votes
Bernd R. Seizinger, M.D., Ph.D.	15,759,440	3,211,720	1,371,070
Jonathan Hepple, Ph.D.	15,759,201	3,211,959	1,371,070

Proposal 2: The ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020.

The Company's stockholders ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2020. The voting regarding this proposal were as follows:

Votes For	Votes Against	Votes Abstaining
20,341,993	130	107

For more information about the foregoing proposals, see the Proxy Statement. Of the 21,054,842 shares of the Company's common stock entitled to vote at the Annual Meeting, 20,342,230 shares, or approximately 96.6%, were represented at the meeting in person or by proxy, constituting a quorum.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release issued by Aprea Therapeutics, Inc. dated June 29, 2020.

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: June 30, 2020

By: /s/ Christian S. Schade
Name: Christian S. Schade
Title: President and Chief Executive Officer

Exhibit 99.1

Aprea Therapeutics Appoints Fouad Namouni, M.D. and Richard Peters, M.D., Ph.D. to Board of Directors

BOSTON, MA., June 29, 2020 (GLOBE NEWSWIRE) – Aprea Therapeutics Inc., (NASDAQ: APRE), a clinical-stage biotechnology company focused on developing and commercializing novel cancer therapeutics that reactivate mutant p53 tumor suppressor protein, today announced the appointments of Fouad Namouni, M.D. and Richard Peters, M.D., Ph.D. to its Board of Directors. In addition, Guido Magni, M.D., Ph.D. will step down from the Company's Board of Directors, effective June 30, 2020.

Fouad Namouni, M.D., brings more than 20 years of oncology and immuno-oncology drug development expertise, most recently serving as Senior Vice President & Head of Oncology Development at Bristol-Myers Squibb (BMS), with responsibility for driving product development plans from early-stage clinical development through commercialization. Prior to serving as Head of Oncology Development, Dr. Namouni was Head of Medical Affairs at BMS and prior to that position, he was Head of Development for Opdivo® and Yervoy®, immunotherapy medications used in the treatment of cancer. Dr. Namouni holds an M.D. degree from the University of Annaba Medical School in Algeria, and a Pediatrics degree from Université Rene Descartes in Paris, France. In addition, he received a Pediatric Oncology and Hematology degree and M.S. in clinical and experimental pharmacology from Université Paris-Sud in France.

Richard Peters, M.D., Ph.D, brings more than 25 years of experience developing new therapies for difficult-to-treat diseases. He currently serves as President, Chief Executive Officer and Director at Yumanity Therapeutics Inc. Dr. Peters joined Yumanity from Merrimack Pharmaceuticals, Inc. where he was President & Chief Executive Officer. Prior to Merrimack, he served as Senior Vice President and Head, Global Rare Diseases at Genzyme (Sanofi). Dr. Peters is a Harvard-trained physician and scientist, has served on the faculty at the Massachusetts General Hospital, and completed a Howard Hughes Medical Institute Fellowship in biophysics at Harvard Medical School. Dr. Peters holds M.D. and Ph.D. degrees from the Medical University of South Carolina.

"Both Drs. Namouni and Peters are distinguished industry leaders with years of experience in advancing important new therapeutics to patients in need," said Christian S. Schade, President and Chief Executive Officer of Aprea Therapeutics. "Their advice and counsel will be invaluable as Aprea continues with its progress to advance our mutant p53 reactivator oncology programs. We are thrilled to welcome Fouad and Richard to the Aprea team and our Board of Directors. Finally, on behalf of the Board of Directors and all Aprea employees, we are grateful to Guido Magni for his years of strategic insight and guidance throughout his tenure on Aprea's Board."

About Aprea Therapeutics

Aprea Therapeutics Inc., (NASDAQ: APRE) is a biopharmaceutical company headquartered in Boston, Massachusetts with research facilities in Stockholm, Sweden, focused on developing and commercializing novel cancer therapeutics that reactivate the mutant tumor suppressor protein p53. The Company's lead product candidate is APR-246, a small molecule in clinical development for hematologic malignancies, including myelodysplastic syndromes (MDS) and acute myeloid leukemia (AML). For more information, please visit the company website at www.aprea.com.

The Company may use, and intends to use, its investor relations website at https://ir.aprea.com/ as a means of disclosing material nonpublic information and for complying with its disclosure obligations under Regulation FD.

About p53 and APR-246

The p53 tumor suppressor gene is the most frequently mutated gene in human cancer, occurring in approximately 50% of all human tumors. These mutations are often associated with resistance to anti-cancer drugs and poor overall survival, representing a major unmet medical need in the treatment of cancer.

APR-246 is a small molecule that has demonstrated reactivation of mutant and inactivated p53 protein – by restoring wild-type p53 conformation and function – and thereby induce programmed cell death in human cancer cells. Pre-clinical anti-tumor activity has been observed with APR-246 in a wide variety of solid and hematological cancers, including MDS, AML, and ovarian cancer, among others. Additionally, strong synergy has been seen with both traditional anti-cancer agents, such as chemotherapy, as well as newer mechanism-based anti-cancer drugs and immuno-oncology checkpoint inhibitors. In addition to pre-clinical testing, a Phase 1/2 clinical program with APR-246 has been completed, demonstrating a favorable safety profile and both biological and confirmed clinical responses in hematological malignancies and solid tumors with mutations in the *TP53* gene.

A pivotal Phase 3 clinical trial of APR-246 and azacitidine for frontline treatment of *TP53* mutant MDS is ongoing. APR-246 has received Breakthrough Therapy, Orphan Drug and Fast Track designations from the U.S. Food and Drug Administration for MDS, and Orphan Drug designation from the European Medicines Agency for MDS, AML and ovarian cancer.

Forward-Looking Statements

Certain information contained in this press release includes “forward-looking statements”, within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, related to our clinical trials and regulatory submissions. We may, in some cases use terms such as “predicts,” “believes,” “potential,” “continue,” “anticipates,” “estimates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “likely,” “will,” “should” or other words that convey uncertainty of the future events or outcomes to identify these forward-looking statements. Our forward-looking statements are based on current beliefs and expectations of our management team that involve risks, potential changes in circumstances, assumptions, and uncertainties. Any or all of the forward-looking statements may turn out to be wrong or be affected by inaccurate assumptions we might make or by known or unknown risks and uncertainties. These forward-looking statements are subject to risks and uncertainties including risks related to the success and timing of our clinical trials or other studies and the other risks set forth in our filings with the U.S. Securities and Exchange Commission, including in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2020. For all these reasons, actual results and developments could be materially different from those expressed in or implied by our forward-looking statements. You are cautioned not to place undue reliance on these forward-looking statements, which are made only as of the date of this press release. We undertake no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

Corporate Contacts:

Scott M. Coiante

Sr. Vice President and Chief Financial Officer

617-463-9385

Gregory A. Korbel

Vice President of Business Development

617-463-9385

Source: Aprea Therapeutics, Inc.