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): June 10, 2019

IOVANCE BIOTHERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	
(State of Incorporation)	
001-36860	**75-3254381**
Commission File Number	**(I.R.S. Employer Identification No.)**
999 Skyway Road, Suite 150 **San Carlos, California**	**94070**
(Address of Principal Executive Offices)	**(Zip Code)**

(650) 260-7120
(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)).

Indicate by check mark whether the registrant is an emerging growth company as defined in 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. ☐

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 $0.000041666 per value	IOVA	The Nasdaq Stock Market, LLC

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

On June 10, 2019, the Board of Directors (the "Board") of Iovance Biotherapeutics, Inc. (the "Company") appointed Athena Countouriotis, M.D., as a director and new member of the Board, effective June 10, 2019. Upon joining the Board, Dr. Countouriotis will also become a member of the Board's Nominating and Corporate Governance Committee and the Compensation Committee.

Dr. Countouriotis, age 47, is the President and Chief Executive Officer of Turning Point Therapeutics, Inc., a clinical-stage biopharmaceutical company focused on designing and developing novel small molecule, targeted oncology therapies. Prior to joining Turning Point Therapeutics, Inc., Dr. Countouriotis was a Senior Vice President and Chief Medical Officer for Adverum Biotechnologies, Inc. from June 2017 to May 2018, and before that served as Senior Vice President, Chief Medical Officer of Halozyme Therapeutics, Inc. from January 2015 to May 2017. Dr. Countouriotis previously served as Chief Medical Officer of Ambit Biosciences Corporation, where she helped lead its initial public offering and was responsible for the clinical development of quizartinib from February 2012 until Ambit's acquisition by Daiichi Sankyo Company, in November 2014. Earlier in her career, Dr. Countouriotis led development of products for Pfizer Inc. and Bristol-Myers Squibb Company. She currently serves on the board of directors of Trovagene, Inc., an oncology therapeutics company, and Turning Point Therapeutics, Inc. Dr. Countouriotis earned a Bachelor of Science degree from the University of California, Los Angeles and an M.D. from the Tufts University School of Medicine. She received training at the University of California, Los Angeles, and at the Fred Hutchinson Cancer Research Center in the Pediatric Hematology-Oncology Program.

There are no arrangements or understandings between Dr. Countouriotis and any other persons pursuant to which she was chosen as a director of the Company. There are no family relationships between Dr. Countouriotis and any of the Company's directors, executive officers, or persons nominated or chosen by the Company to become a director or executive officer. Dr. Countouriotis is not a party to any current or proposed transaction with the Company for which disclosure is required under Item 404(a) of Regulation S-K.

Dr. Countouriotis was granted an option to purchase 35,000 shares of the Company's common stock at an exercise price of $19.93 per share, which was the closing price of the Company's common stock on the Nasdaq Global Market on the date of grant. The option will vest in four equal quarterly installments of 8,750, each following the date of grant, subject to Dr. Countouriotis' continuous service.

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

Effective as of June 10, 2019, the Certificate of Incorporation the Company was amended to increase the number of authorized shares of the Company's Common Stock, par value $0.000041666 (the "Common Stock"), from 150,000,000 shares to 300,000,000 shares (the "Certificate of Amendment"). The Certificate of Amendment was submitted to a vote of, and approved by, the Company's stockholders at the Company's 2019 Annual Meeting of Stockholders held on June 10, 2019 (the "Annual Meeting"), as set forth in Item 5.07 below.

A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

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

Annual Meeting of Stockholders

On June 10, 2019, the Company held the Annual Meeting at the offices of DLA Piper LLP (US), 1251 6th Avenue, New York, New York 10020. At the Annual Meeting, the Company's stockholders voted on four proposals, each of which is described in more detail in the Company's Proxy Statement. At the Annual Meeting, 112,689,447 shares, or approximately 91% of all outstanding shares of the Common Stock, were present either in person or by proxy. The following is a brief description of each matter voted upon and the certified results, including the number of votes cast for and against each matter and, if applicable, the number of abstentions and broker non-votes with respect to each matter:

- **Proposal 1**: to elect Iain Dukes, Maria Fardis, Wayne P. Rothbaum, Ryan Maynard, Merrill A. McPeak and Michael Weiser to the Company's board of directors to serve as directors until the Company's 2020 Annual Meeting of stockholders;
- **Proposal 2**: a proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers;
- **Proposal 3**: a proposal to approve the Certificate of Amendment; and
- **Proposal 4**: a proposal to ratify Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

Voting Results

Proposal 1: Iain Dukes, Maria Fardis, Wayne P. Rothbaum, Ryan Maynard, Merrill A. McPeak and Michael Weiser were elected as directors on the following vote:

- Iain Dukes was elected with 88,179,199 "FOR" votes and 11,499,663 "WITHHELD" votes;
- Maria Fardis was elected with 99,357,254 "FOR" votes and 321,608 "WITHHELD" votes;
- Ryan Maynard was elected with 98,880,640 "FOR" votes and 798,222 "WITHHELD" votes;
- Merrill A. McPeak was elected with 85,391,820 "FOR" votes and 14,287,042 "WITHHELD" votes;
- Wayne P. Rothbaum was elected with 98,906,054 "FOR" votes and 772,808 "WITHHELD" votes;
- Michael Weiser was elected with 94,091,906 "FOR" votes and 5,586,956 "WITHHELD" votes;

In addition, there were 13,010,585 broker non-votes in connection with this proposal.

Proposal 2: This proposal was approved with 97,608,036 "FOR" votes, 1,855,058 "AGAINST" votes and 215,768 "ABSTAIN" votes. There were 13,010,585 broker non-votes in connection with this proposal.

Proposal 3: This proposal was approved with 111,022,720 "FOR" votes, 1,371,183 "AGAINST" votes and 295,544 "ABSTAIN" votes. There were 0 broker non-votes in connection with this proposal.

Proposal 4: This proposal was approved with 112,184,012 "FOR" votes, 65,116 "AGAINST" votes and 440,319 "ABSTAIN" votes.

Item 8.01. Other Events.

On June 11, 2019, the Company issued a press release announcing the appointment of Athena Countouriotis, M.D, as a director. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Incorporation.
99.1	Press release dated June 11, 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 hereunto duly authorized.

Date: June 11, 2019

IOVANCE BIOTHERAPEUTICS, INC.

By: /s/ MARIA FARDIS
Maria Fardis, Chief Executive Officer

Exhibit 3.1

CERTIFICATE OF INCORPORATION, AS AMENDED, OF
IOVANCE BIOTHERAPEUTICS, INC.

Iovance Biotherapeutics, Inc., a corporation duly organized and validly existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify as follows:

FIRST: The Certificate of Incorporation of the Company is hereby amended by deleting the first sentence of Article IV thereof in its entirety and inserting the following in lieu thereof:

"The total number of shares of all classes of stock which the Corporation shall have authority to issue is Three Hundred Fifty Million (350,000,000), consisting of (a) Three Hundred Million (300,000,000) shares of Common Stock, $0.000041666 par value per share ("Common Stock"), and (b) Fifty Million (50,000,000) shares of Preferred Stock, $0.001 par value per share ("Preferred Stock")."

SECOND: Except as explicitly amended by the foregoing amendment, the language of Article IV of the Certificate of Incorporation shall remain unchanged.

THIRD: All other provisions of the Certificate of Incorporation shall remain in full force and effect.

FOURTH: The foregoing amendment was duly adopted in accordance with the provisions of Section 242(b) of the General Corporation Law of the State of Delaware.

FIFTH: That this Certificate of Amendment to the Certificate of Incorporation shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Amendment on this 10th day of June, 2019.

IOVANCE BIOTHERAPEUTICS, INC.

By: /s/ Maria Fardis
Name: Maria Fardis
Title: Chief Executive Officer

Exhibit 99.1

Iovance Biotherapeutics Appoints Athena Countouriotis, M.D., to Board of Directors

SAN CARLOS, Calif., June 11, 2019 -- Iovance Biotherapeutics, Inc. (NASDAQ: IOVA), a late-stage biotechnology company developing novel cancer immunotherapies based on tumor-infiltrating lymphocyte (TIL) technology, today announced the appointment of Athena Countouriotis, M.D., to the company's Board of Directors, effective June 10, 2019. Dr. Countouriotis is the President and Chief Executive Officer of Turning Point Therapeutics and specialized in hematology and oncology in her professional career.

"Dr. Countouriotis has a long record of successful leadership in oncology drug development, and particular expertise in bringing novel therapies through clinical development," commented Maria Fardis, Ph.D., President and Chief Executive Officer of Iovance Biotherapeutics. "We are delighted to expand our Board with new members with deep drug development experience."

"I am excited to join the board at such an important time for the company following the strong data shown at ASCO with LN-145 in cervical cancer and with lifileucel in advanced melanoma," said Dr. Countouriotis. "Both therapies have such great potential to benefit patients and I look forward to working with the company and the board to make these therapies available to patients."

Dr. Countouriotis previously served as Chief Medical Officer for multiple public biotechnology companies, including Adverum Biotechnologies, Halozyme Therapeutics and Ambit Biosciences. Earlier in her career, Dr. Countouriotis led development of products for Pfizer and Bristol-Myers Squibb, including Sutent, Mylotarg, Bosulif and Sprycel. She currently serves on the board of directors at Turning Point Therapeutics and Trovagene. Dr. Countouriotis holds an undergraduate degree from the University of California, Los Angeles and an M.D. from the Tufts University School of Medicine. She received training at the University of California, Los Angeles and at the Fred Hutchinson Cancer Research Center in the Pediatric Hematology-Oncology Program.

About Iovance Biotherapeutics, Inc.

Iovance Biotherapeutics intends to commercialize autologous cell therapy products that amplify the body's own immune response to eradicate solid tumors or attack blood cancers. The company is currently conducting the pivotal study innovaTIL-01 in patients with metastatic melanoma. In addition, the company's tumor infiltrating lymphocyte (TIL) therapies are being investigated for the treatment of patients with locally advanced, recurrent or metastatic cancers including cervical, head and neck, and non-small cell lung cancer. For more information, please visit www.iovance.com.

Forward-Looking Statements

Certain matters discussed in this press release are "forward-looking statements" of Iovance Biotherapeutics, Inc. (hereinafter referred to as the "Company," "we," "us," or "our"). We may, in some cases, use terms such as "predicts," "believes," "potential," "continue," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should" or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. The forward-looking statements include, but are not limited to, risks and uncertainties relating to the success, timing, projected enrollment, manufacturing and production capabilities, and cost of our ongoing clinical trials and anticipated clinical trials for our current product candidates (including both Company-sponsored and collaborator-sponsored trials in both the U.S. and Europe), such as statements regarding the timing of initiation and completion of these trials; the timing of and our ability to obtain and maintain FDA or other regulatory authority approval of, or other action with respect to, our product candidates, including those product candidates that have been granted breakthrough therapy designation ("BTD") or regenerative medicine advanced therapy designation ("RMAT") by the FDA; the strength of the Company's product pipeline; the successful implementation of the Company's research and development programs and collaborations; the Company's ability to obtain tax incentives and credits; the success of the Company's manufacturing, license or development agreements; the acceptance by the market of the Company's product candidates, if approved; and other factors, including general economic conditions and regulatory developments, not within the Company's control. The factors discussed herein could cause actual results and developments to be materially different from those expressed in or implied by such statements. Actual results may differ from those set forth in this press release due to the risks and uncertainties inherent in the Company's business, including, without limitation; the preliminary clinical results, including efficacy and safety results, from ongoing Phase 2 studies may not be reflected in the final analyses of these trials, including new cohorts within these trials, and may not be supportive of product approval; the FDA or other regulatory authorities may potentially delay the timing of their approval of, or other action with respect to, the Company's product candidates; the Company's ability to address FDA or other regulatory authority requirements relating to its clinical programs and registrational plans, such requirements including, but not limited to, clinical and safety requirements as well as manufacturing and control requirements; risks related to the Company's ability to maintain and benefit from accelerated FDA review designations, including BTD and RMAT, which may not ultimately result in a faster development process or review of the Company's product candidates (and which may later be rescinded by the FDA if such product candidates no longer meet the conditions for qualification for the program), and does not in any way assure approval of such product candidates by the FDA or the ability of the Company to obtain FDA approval in time to benefit from commercial opportunities; and the ability of the Company to manufacture its therapies using third party manufacturers. A further list and description of the Company's risks, uncertainties and other factors can be found in the Company's most recent Annual Report on Form 10-K and the Company's subsequent filings with the Securities and Exchange Commission. Copies of these filings are available online at www.sec.gov or www.iovance.com. The forward-looking statements are made only as of the date of this press release and the Company undertakes no obligation to publicly update such forward-looking statements to reflect subsequent events or circumstances.

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