

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): July 15, 2025

IOVANCE BIOTHERAPEUTICS, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware

(State of Incorporation)

001-36860

Commission File Number

75-3254381

(I.R.S. Employer Identification No.)

825 Industrial Road, Suite 100
San Carlos, California

(Address of Principal Executive Offices)

94070

(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 share	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.

Appointment of Chief Financial Officer

On July 7, 2025, Iovance Biotherapeutics, Inc. (the “Company”) entered into an Executive Employment Agreement with Corleen Roche (the “Agreement”), pursuant to which Ms. Roche shall be appointed as the new Chief Financial Officer of the Company, effective August 6, 2025 (the “Effective Date”). On the Effective Date, Ms. Roche will replace Matthew W. Rosinack, the Company’s Senior Vice President, Finance, as the Company’s Principal Financial Officer and Principal Accounting Officer.

Under the Agreement, the Company agreed to pay Ms. Roche an annual base salary of \$600,000 and a one-time cash sign-on bonus of \$50,000. Ms. Roche will also be eligible to receive an annual discretionary bonus award of up to 45% of her base salary. In connection with her appointment and pursuant to and subject to the terms and conditions of the Company’s 2018 Equity Incentive Plan, as amended, and award agreements thereunder, Ms. Roche will receive (i) an option (the “Option”) to purchase 300,000 shares of the Company’s common stock at an exercise price equal to the closing trading price of the Company’s common stock on the Effective Date, which will vest as to one-third of the shares subject to the Option on the first anniversary of the Effective Date (subject to her continued service to the Company through such date) and as to an additional one-twelfth of such shares upon Ms. Roche’s completing each quarter of continuous service to the Company thereafter; and (ii) 150,000 restricted stock units (the “RSUs”), which will vest as to one-third of the RSUs on the first anniversary of the Effective Date (subject to her continued service to the Company through such date) and as to an additional one-twelfth of such RSUs upon Ms. Roche’s completing each quarter of continuous service to the Company thereafter. Upon the termination of Ms. Roche’s employment with the Company, except as otherwise provided in the Agreement, the unvested Options and RSUs will be forfeited and returned to the Company.

Ms. Roche’s employment with the Company will be “at-will” and will not be for any specific period of time. If the Company terminates Ms. Roche without cause, Ms. Roche will receive (i) her base salary through the date of termination; (ii) a severance payment equal to (a) twelve months of her then base salary, (b) her annual discretionary bonus award, subject to a pro-rata reduction according to the duration of employment in the calendar year of the termination, and (c) immediate vesting of any unvested portion of the Option and RSUs, provided she satisfies the severance conditions set forth in the Agreement; and (iii) any benefits required to be paid in accordance with applicable benefit plans through the date of termination. Ms. Roche will also be entitled to certain severance payments if she is terminated without cause in connection with a “change of control” (as defined in the Agreement) of the Company.

Ms. Roche, age 59, served as the Chief Financial Officer of CG Oncology, Inc., a publicly traded biopharmaceutical company since January 2024, and as the Chief Financial Officer of Immunome, a publicly traded biotechnology company, from April 2021 to December 2023. Prior to Immunome, Ms. Roche served as the Chief Financial Officer, U.S. of Biogen Inc. from 2019 until April 2021. She also served as the Chief Financial Officer U.S. Biopharma for Sandoz, a division of Novartis, from 2015 to 2019. Ms. Roche began her career at PricewaterhouseCoopers and has served as Chief Financial Officer at other companies including IoGenetics, Inc. and the Global Vaccines business unit at Wyeth Pharmaceuticals. Ms. Roche holds a B.A. in Accountancy from Villanova University.

There are no arrangements or understandings between Ms. Roche and any other persons pursuant to which she was chosen as an officer of the Company. There are no family relationships between Ms. Roche and any of the Company’s directors, executive officers, or persons nominated or chosen by the Company to become a director or executive officer. Ms. Roche 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. The Agreement with Ms. Roche will be filed with a subsequent Exchange Act filing by the Company.

The Company elected to delay the filing of the disclosure of the appointment of Ms. Roche as Chief Financial Officer until the public announcement of her appointment in accordance with the instruction to paragraph (c) of Item 5.02(c) of Form 8-K.

Item 8.01 Other Events.

On July 15, 2025, the Company issued a press release announcing Ms. Roche's appointment as the Company's Chief Financial Officer. 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
99.1	Press Release of Iovance Biotherapeutics, Inc., dated July 15, 2025.
104	Cover Page Interactive Data File (embedded as Inline 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.

Date: July 15, 2025

IOVANCE BIOTHERAPEUTICS, INC.

By: /s/ Frederick G. Vogt

Frederick G. Vogt, Ph.D., J.D., Interim CEO and President, and General Counsel



Iovance Biotherapeutics Appoints Corleen Roche as Chief Financial Officer

SAN CARLOS, Calif., July 15, 2025 -- Iovance Biotherapeutics, Inc. (NASDAQ: IOVA), a commercial biotechnology company focused on innovating, developing, and delivering novel polyclonal tumor infiltrating lymphocyte (TIL) therapies for patients with cancer, today announced the appointment of Corleen Roche as Chief Financial Officer (CFO), effective August 6th, 2025.

“I am pleased to welcome Corleen to Iovance at such an important stage in our first commercial launch,” said Frederick G. Vogt, Ph.D., J.D., Interim Chief Executive Officer, President and General Counsel. “Corleen’s experience in executive financial leadership roles and multiple product launches will be invaluable as we focus on growing revenue, managing our balance sheet and advancing our mission of developing and delivering novel therapies to patients with solid tumors.”

Ms. Roche has built an extensive track record throughout 30 years of experience in the biotech and life sciences industry, including executive financial leadership roles in publicly traded companies. Most recently she served as CFO of CG Oncology, a late-stage clinical biopharmaceutical company. Her previous roles included CFO of Immunome, U.S. CFO at Biogen, North America CFO of CSL Behring, and various CFO roles within Sandoz, Wyeth and Pfizer. During her career, Ms. Roche developed and executed on financial strategies to prepare for commercial launches including ZARXIO®, the first U.S. approved biosimilar, GLATOPA™, the world’s first complex generic for multiple sclerosis, and PREVNAR 13®, a pneumococcal conjugate vaccine. She holds a B.A. in accountancy from Villanova University.

“I am excited to join Iovance to navigate our continued revenue growth and focus our pipeline investments on the highest value opportunities,” stated Ms. Roche. “I am committed to the company’s patient-focused mission while achieving our financial goals to build a profitable biotechnology company.”

About Iovance Biotherapeutics, Inc.

Iovance Biotherapeutics, Inc. aims to be the global leader in innovating, developing, and delivering tumor infiltrating lymphocyte (TIL) therapies for patients with cancer. We are pioneering a transformational approach to cure cancer by harnessing the human immune system’s ability to recognize and destroy diverse cancer cells in each patient. The Iovance TIL platform has demonstrated promising clinical data across multiple solid tumors. Iovance’s Amtagvi® is the first FDA-approved T cell therapy for a solid tumor indication. We are committed to continuous innovation in cell therapy, including gene-edited cell therapy, that may extend and improve life for patients with cancer. For more information, please visit www.iovance.com.

Amtagvi® and its accompanying design marks, Proleukin®, Iovance®, and IovanceCares™ are trademarks and registered trademarks of Iovance Biotherapeutics, Inc. or its subsidiaries. All other trademarks and registered trademarks are the property of their respective owners.

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”) within the meaning of the Private Securities Litigation Reform Act of 1995 (the “PSLRA”). Without limiting the foregoing, we may, in some cases, use terms such as “predicts,” “believes,” “potential,” “continue,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “forecast,” “guidance,” “outlook,” “may,” “can,” “could,” “might,” “will,” “should,” or other words that convey uncertainty of future events or outcomes and are intended to identify forward-looking statements. Forward-looking statements are based on assumptions and assessments made in light of management’s experience and perception of historical trends, current conditions, expected future developments, and other factors believed to be appropriate. Forward-looking statements in this press release are made as of the date of this press release, and we undertake no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance and are subject to risks, uncertainties, and other factors, many of which are outside of our control, that may cause actual results, levels of activity, performance, achievements, and developments to be materially different from those expressed in or implied by these forward-looking statements. Important factors that could cause actual results, developments, and business decisions to differ materially from forward-looking statements are described in the sections titled “Risk Factors” in our filings with the U.S. Securities and Exchange Commission, including our most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, and include, but are not limited to, the following substantial known and unknown risks and uncertainties inherent in our business: the risks related to our ability to successfully commercialize our products, including Amtagvi, for which we have obtained U.S. Food and Drug Administration (“FDA”) approval, and Proleukin, for which we have obtained FDA and European Medicines Agency (“EMA”) approval; the risk that the EMA or other ex-U.S. regulatory authorities may not approve or may delay approval for our marketing authorization application submission for lifileucel in metastatic melanoma; the acceptance by the market of our products, including Amtagvi and Proleukin, and their potential pricing and/or reimbursement by payors, if approved (in the case of our product candidates), in the U.S. and other international markets and whether such acceptance is sufficient to support continued commercialization or development of our products, including Amtagvi and Proleukin, or product candidates, respectively; future competitive or other market factors may adversely affect the commercial potential for Amtagvi or Proleukin; the risk regarding our ability or inability to manufacture our therapies using third party manufacturers or at our own facility, including our ability to increase manufacturing capacity at such third party manufacturers and our own facility, may adversely affect our commercial launch; the results of clinical trials with collaborators using different manufacturing processes may not be reflected in our sponsored trials; the risk regarding the successful integration of the recent Proleukin acquisition; the risk that the successful development or commercialization of our products, including Amtagvi and Proleukin, may not generate sufficient revenue from product sales, and we may not become profitable in the near term, or at all; the risks related to the timing of and our ability to successfully develop, submit, obtain, or maintain FDA, EMA, or other regulatory authority approval of, or other action with respect to, our product candidates; whether clinical trial results from our pivotal studies and cohorts, and meetings with the FDA, EMA, or other regulatory authorities may support registrational studies and subsequent approvals by the FDA, EMA, or other regulatory authorities, including the risk that the planned single arm Phase 2 IOV-LUN-202 trial may not support registration; preliminary and interim clinical results, which may include efficacy and safety results, from ongoing clinical trials or cohorts may not be reflected in the final analyses of our ongoing clinical trials or subgroups within these trials or in other prior trials or cohorts; the risk that enrollment may need to be adjusted for our trials and cohorts within those trials based on FDA and other regulatory agency input; the risk that the changing landscape of care for cervical cancer patients may impact our clinical trials in this indication; the risk that we may be required to conduct additional clinical trials or modify ongoing or future clinical trials based on feedback from the FDA, EMA, or other regulatory authorities; the risk that our interpretation of the results of our clinical trials or communications with the FDA, EMA, or other regulatory authorities may differ from the interpretation of such results or communications by such regulatory authorities (including from our prior meetings with the FDA regarding our non-small cell lung cancer clinical trials); the risk that clinical data from ongoing clinical trials of Amtagvi will not continue or be repeated in ongoing or planned clinical trials or may not support regulatory approval or renewal of authorization; the risk that unanticipated expenses may decrease our estimated cash balances and forecasts and increase our estimated capital requirements; the risk that we may not be able to recognize revenue for our products; the risk that Proleukin revenues may not continue to serve as a leading indicator for Amtagvi revenues; the risks regarding our anticipated operating and financial performance, including our financial guidance and projections; the effects of global pandemic; the effects of global and domestic geopolitical factors; and other factors, including general economic conditions and regulatory developments, not within our control. Any financial guidance provided in this press release assumes the following: no material change in our ability to manufacture our products; no material change in payor coverage; no material change in revenue recognition policies; no new business development transactions not completed as of the period covered by this press release; and no material fluctuation in exchange rates.

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