

---

**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**

**September 25, 2017**

Date of report (Date of earliest event reported)

---

**Iovance Biotherapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

---

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36860**  
(Commission  
File Number)

**75-3254381**  
(IRS Employer  
Identification No.)

**999 Skyway Road, Suite 150**  
**San Carlos, California**  
(Address of principal executive offices)

**94070**  
(Zip Code)

Registrant's telephone number, including area code **(650) 260-7120**

(Former name or former address, if changed since last report)

---

Check the appropriate box below if the Form 8-K 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 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 8.01. Other Events

On September 25, 2017, Iovance Biotherapeutics, Inc. (the “Company”) issued a press release announcing the closing of the sale of an aggregate of 8,846,154 shares of its common stock, \$0.000041666 par value per share, in its previously disclosed public offering, including 1,153,846 shares issued pursuant to the exercise of the option granted to the underwriters, at a public offering price of \$6.50 per share before underwriting discounts and commissions. The total net proceeds to the Company from the offering, including the exercise of the option by the underwriters, are expected to be approximately \$53.6 million after deducting the underwriting discounts and commissions and estimated offering expenses payable by the Company.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Neither the disclosure on this Current Report on Form 8-K nor the attached press release shall constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### *Forward-Looking Statements*

This Current Report on Form 8-K contains forward-looking statements, all of which are subject to risks and uncertainties. Forward-looking statements can be identified by the use of words such as “expects,” “plans,” “will,” “projects,” “intends,” “estimates,” and other words of similar meaning. Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied in such statement. Readers should carefully consider any such statement and should understand that many factors could cause actual results to differ from these forward-looking statements. These factors may include inaccurate assumptions and a broad variety of other risks and uncertainties, including some that are known and some that are not. No forward-looking statement can be guaranteed, and actual future results may vary materially. Except as required by law, the Company does not assume any obligation to update any forward-looking statement.

## Item 9.01. Financial Statements and Exhibits.

### (d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release dated September 25, 2017</u></a>

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Iovance Biotherapeutics, Inc.**

Dated: September 26, 2017

By: /s/ Maria Fardis

Name: Maria Fardis

Title: Chief Executive Officer

**Iovance Biotherapeutics, Inc. Announces Closing of \$57.5 Million Common Stock Public Offering**

**SAN CARLOS, CALIFORNIA, September 25, 2017** – Iovance Biotherapeutics, Inc. (NASDAQ: IOVA), a biotechnology company developing novel cancer immunotherapies based on tumor-infiltrating lymphocyte (TIL) technology, today announced the closing of its public offering of 8,846,154 shares of its common stock at a public offering price of \$6.50 per share, before underwriting discounts. The shares of common stock issued and sold in the offering at the closing include 1,153,846 shares issued upon the exercise in full by the underwriters of their option to purchase additional shares at the public offering price less the underwriting discount.

The gross proceeds from the offering, before deducting the underwriting discounts and commissions and other estimated offering expenses payable by Iovance, are approximately \$57.5 million.

Jefferies LLC and Wells Fargo Securities, LLC were joint book-running managers, Oppenheimer & Co. Inc. was the lead manager, and H.C. Wainwright, LLC and Chardan were co-managers for the offering.

A shelf registration statement on Form S-3 relating to the shares of common stock offered in the public offering was previously filed and declared effective by the Securities and Exchange Commission (the SEC). A preliminary prospectus supplement relating to the shares of common stock sold in this offering was filed with the SEC on September 19, 2017. A final prospectus supplement relating to the offering was filed with the SEC on September 21, 2017. Copies of the final prospectus supplement and the accompanying prospectus may be obtained from Jefferies LLC, 520 Madison Avenue, New York, New York, 10022, or by email to [Prospectus\\_Department@Jefferies.com](mailto:Prospectus_Department@Jefferies.com), or by phone at (877) 821-7388; or from Wells Fargo Securities, LLC, Attention: Equity Syndicate Department, 375 Park Avenue, New York, New York, 10152, or by email to [cmclientsupport@wellsfargo.com](mailto:cmclientsupport@wellsfargo.com), or by phone at (800) 326-5897.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Iovance Biotherapeutics, Inc.**

Iovance Biotherapeutics, Inc. (the Company) is a clinical-stage biotechnology company focused on the development of cancer immunotherapy products for the treatment of various cancers. The Company's lead product candidate is an adoptive cell therapy using tumor-infiltrating lymphocyte (TIL) technology being investigated for the treatment of patients with metastatic melanoma, recurrent and/or metastatic squamous cell carcinoma of the head and neck and recurrent and metastatic or persistent cervical cancer. For more information, please visit <http://www.iovance.com>.

## Forward Looking Statements

Certain matters discussed in this press release are "forward-looking statements". 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. In particular, the Company's statements regarding trends and potential future results and its expectations with respect to its proposed public offering are examples of such forward-looking statements. The forward-looking statements include risks and uncertainties, including, but not limited to, the uncertainties related to market conditions and the completion of the public offering on the anticipated terms or at all, the success, timing and cost of our ongoing clinical trials and anticipated clinical trials for our current product candidates, including statements regarding the timing of initiation and completion of the trials; the timing of and our ability to obtain and maintain U.S. Food and Drug Administration or other regulatory authority approval of, or other action with respect to, our product candidates; the strength of the Company's product pipeline; the successful implementation of the Company's research and development programs and collaborations; the success of the Company's 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. 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](http://www.sec.gov) or [www.iovance.com](http://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 circumstance.

### Investor Relations Contact:

Sarah McCabe  
Stern Investor Relations, Inc.  
212-362-1200  
[sarah@sternir.com](mailto:sarah@sternir.com)

### Media Relations Contact:

Evan Smith/Kotaro Yoshida  
FTI Consulting  
212-850-5622/212-850-5690  
[evan.smith@fticonsulting.com](mailto:evan.smith@fticonsulting.com)  
[kotaro.yoshida@fticonsulting.com](mailto:kotaro.yoshida@fticonsulting.com)