

**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): April 13, 2022**

**IKENA ONCOLOGY, INC.**

(Exact name of registrant as specified in its charter)

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

**001-40287**  
(Commission  
File Number)

**81-1697316**  
(I.R.S. Employer  
Identification No.)

**Ikena Oncology, Inc.**  
**645 Summer Street, Suite 101**  
**Boston, Massachusetts 02210**  
(Address of principal executive offices, including zip code)

**(857) 273-8343**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former Name or Former Address, if Changed Since Last Report)

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	Trade Symbol(s)	Name of each exchange on which registered
<b>Common Stock, \$0.001 par value per share</b>	<b>IKNA</b>	<b>The Nasdaq Global Market</b>

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 Chief Financial Officer**

On April 13, 2022, Ikena Oncology, Inc. (the “Company”), issued a press release announcing the unanimous decision of the Board of Directors (the “Board”) to appoint Jotin Marango, M.D., Ph.D. as Chief Financial Officer, Head of Corporate Development, effective April 25, 2022 (the “Start Date”). Effective as of his Start Date, Dr. Marango will serve as the Company’s principal financial officer and principal accounting officer, assuming the interim responsibilities assumed by Mark Manfredi and Francisco Oliveira, respectively. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

In connection with Dr. Marango’s appointment as Chief Financial Officer, Head of Corporate Development, the Company and Dr. Marango entered into an employment agreement (the “Employment Agreement”). Pursuant to the terms of the Employment Agreement, Dr. Marango will receive an annual base salary of \$425,000 and be eligible for an annual bonus with a target amount of 40% of his base salary. Dr. Marango will be granted an option to purchase 397,199 shares of the Company’s common stock, at an exercise price equal to the fair market value of such shares on the date of grant (the “Equity Award”). Twenty-five percent of the Equity Award will vest and become exercisable on the one-year anniversary of Dr. Marango’s Start Date, and the balance of the Equity Award will vest in equal installments over the next thirty-six months thereafter, subject to Dr. Marango’s continued employment. Dr. Marango is also eligible to participate in the Company’s employee benefit plans available to its employees, subject to the terms of those plans.

In the event that Dr. Marango’s service with the Company is terminated “without cause” or for “good reason” (in each case, as defined in the Employment Agreement), on or within forty-five (45) days preceding or twelve months after the closing of a “change in control” (as defined in the Employment Agreement), Dr. Marango will be entitled to the following severance benefits, subject to his executing a separation agreement and it becoming effective, (i) a lump-sum payment equal to equal to 1 times of Dr. Marango’s then-current base salary or the base salary in effect immediately prior to the change in control, if higher, (ii) a lump-sum payment in an amount equal to 1 times of Dr. Marango’s annual target bonus for the then-current year; (iii) immediate acceleration of all time-based stock options and other stock-based awards subject to time-based vesting held by Dr. Marango, effective as of the later of the date of termination or the effective date of the separation agreement and release; and (iv) up to twelve months of the employer portion of the COBRA premium amounts.

In the event that Dr. Marango’s service with the Company is terminated without “cause” or for “good reason,” in each case, other than in connection with a change in control, Dr. Marango will be entitled to the following severance benefits, subject to his executing a separation agreement and release and it becoming effective: (i) a lump-sum payment equal to nine months of Dr. Marango’s then-current base salary plus the target incentive compensation established for Dr. Marango in the fiscal year of termination and (ii) up to nine months of COBRA premium reimbursements.

Upon the occurrence of a change of control, all payments and benefits received by Dr. Marango in connection with a change of control that constitute “excess parachute payments” under Section 280G of the Internal Revenue Code of 1986, as amended (the “Code”) will be subject to a modified economic cutback treatment such that the “excess parachute payments” to be received by Dr. Marango will either be (i) paid in full or (ii) reduced below such named executive officer’s threshold amount under Section 280G of the Code in order to avoid triggering the excise tax that would otherwise be payable on such “excess parachute payment” amounts.

The foregoing description of the material terms of the Employment Agreement is qualified in its entirety by reference to the complete text of the Employment Agreement, which the Company intends to file, with the Securities and Exchange Commission (“SEC”) as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2022.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 [Press release issued by Ikena Oncology, Inc. on April 13, 2022](#)

**SIGNATURE**

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.

Ikena Oncology, Inc.

Date: April 13, 2022

By: /s/ Mark Manfredi  
Mark Manfredi, Ph.D.  
President and Chief Executive Officer



## **Ikena Appoints Jotin Marango, M.D., Ph.D., as Chief Financial Officer and Head of Corporate Development**

*Dr. Marango brings years of valued experience in oncology biopharma business, finance, and corporate relations & development*

BOSTON, April 13, 2022 – Ikena Oncology, Inc. (Nasdaq: IKNA, “Ikena”), a targeted oncology company forging new territory in patient-directed cancer treatment, today announced the appointment of Jotin Marango, M.D., Ph.D., to Chief Financial Officer (CFO) and Head of Corporate Development. The addition of Dr. Marango, a seasoned expert with nearly 15 years of industry experience, comes at a pivotal time as Ikena expands its targeted oncology programs and corporate development efforts.

“Jotin embodies the ideal qualities we look for in leadership at Ikena. He is passionate about advancing treatments for patients in need, and his drive is augmented by his accomplished and unique background across multiple verticals in the industry,” said Mark Manfredi, Ph.D., Chief Executive Officer of Ikena. “As our team grows and our pipeline progresses, we continue to evolve our business and operations strategies, supporting and driving execution across our programs. I am looking forward to working with Jotin on expanding our capabilities, fostering our relationships with the investment community, and seeing the impact of his leadership across the Ikena organization.”

Dr. Marango joins Ikena from Aptose Biosciences, where he served as Senior Vice President, Chief Financial Officer and Chief Business Officer, leading all finance and business development efforts for the hematology and oncology-focused company. Prior to joining Aptose, Dr. Marango worked as an equity research analyst covering small and mid-cap biotechnology companies focused on hematology, oncology, and rare diseases. Dr. Marango also served as Chief Operating Officer at the Samuel Waxman Cancer Research Foundation, where he oversaw venture philanthropy initiatives in therapeutic development. Through his education and career, Dr. Marango has solidified a passion for working in oncology and facilitating growth for businesses looking to make a difference in cancer research. Dr. Marango holds a B.A. in Chemistry with Honors from Harvard University and earned his M.D. and Ph.D. from the Mount Sinai School of Medicine of New York University.

“I am thrilled to be joining Ikena at such an exciting time in the pipeline’s development,” Dr. Marango commented. “As CFO and Head of Corporate Development, I am looking forward to working with the entire team on our mission through creative partnership strategies, robust financial operations, and clear and consistent communication with our shareholders and the community. This is a great opportunity to work with a team that is fully dedicated to the goal of a world in which every cancer patient has a cure.”

### **About Ikena Oncology**

Ikena Oncology™ is focused on developing novel therapies targeting key signaling pathways that drive the formation and spread of cancer. The Company’s lead targeted oncology program, IK-930, is a TEAD inhibitor addressing the Hippo signaling pathway, a known tumor suppressor pathway that also drives resistance to multiple targeted therapies. The Company’s ongoing discovery research spans other targets in the Hippo pathway as well as the RAS signaling pathway. Additional programs targeting the tumor microenvironment and immune signaling are in the clinic, including IK-175, an aryl hydrocarbon receptor antagonist, which is being developed in collaboration with Bristol Myers Squibb. Ikena’s pipeline is built on addressing genetically defined or biomarker-driven cancers and developing therapies that can serve specific patient populations in need of new therapeutic options. To learn more, visit [www.ikenaoncology.com](http://www.ikenaoncology.com) or follow us on Twitter and LinkedIn.





## **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding the advancement of our targeted oncology programs; our expectations regarding the therapeutic benefit of our targeted oncology programs; expectations regarding our new executive officer; our ability to efficiently discover and develop product candidates; the implementation of our business model, and strategic plans for our business and product candidates. The words “may,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “target” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this press release are based on management’s current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, those risks and uncertainties related to the advancement of our targeted oncology programs; our expectations regarding the therapeutic benefit of our targeted oncology programs; expectations regarding our new executive officer; our ability to efficiently discover and develop product candidates; the implementation of our business model, and strategic plans for our business and product candidates, and other factors discussed in the “Risk Factors” section of Ikena’s Annual Report on Form 10-K for the year ended December 31, 2021, which is on file with the SEC, as updated by any subsequent SEC filings. We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. We disclaim any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements. Any forward-looking statements contained in this press release represent our views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date. We explicitly disclaim any obligation to update any forward-looking statements.

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