

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): October 30, 2023

JASPER THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39138
(Commission File Number)

84-2984849
(IRS Employer
Identification No.)

2200 Bridge Pkwy Suite #102
Redwood City, California 94065
(Address of Principal Executive Offices) (Zip Code)

(650) 549-1400
Registrant's telephone number, including area code

N/A
(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 Exchange Act:

(Title of each class)	(Trading Symbol)	(Name of exchange on which registered)
Voting Common Stock, par value \$0.0001 per share	JSPR	The Nasdaq Stock Market LLC
Redeemable Warrants, each whole warrant exercisable for one share of Voting Common Stock at an exercise price of \$11.50	JSPRW	The Nasdaq Stock Market LLC

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.

Effective November 1, 2023, the Board of Directors (the “Board”) of Jasper Therapeutics, Inc. (the “Company”) appointed Thomas G. Wiggans as a Class II director of the Company. Mr. Wiggans was also appointed to serve as Chairperson of the Board.

Mr. Wiggans, age 71, most recently served as the Chief Executive Officer and chair of the board of directors of Pardes Biosciences, Inc. (Nasdaq: PRDS) from March 2022 until its merger with MediPacific, Inc. in August 2023. Mr. Wiggans founded Dermira, Inc. (Nasdaq: DERM) in August 2010, and served as its Chief Executive Officer and a member of its board of directors from August 2010 and as the chairman of its board of directors from April 2014 until Dermira’s acquisition by Eli Lilly and Company in 2020. From October 2007, Mr. Wiggans served as chairman of the board of directors of Peplin and in August 2008, he became its Chief Executive Officer, serving in these positions until Peplin’s acquisition by LEO Pharma Inc. in November 2009. Previously, Mr. Wiggans served as chief executive officer of Connetics USA from 1994, and as chairman of the board of directors of Connetics from January 2006 until December 2006 when Connetics was acquired by Stiefel Laboratories, Inc. From 1992 to 1994, Mr. Wiggans served as President and Chief Operating Officer of CytoTherapeutics Inc., a biotechnology company. From 1980 to 1992, Mr. Wiggans served at Ares-Serono S.A. in various management positions including as President of its U.S. pharmaceutical operations and Managing Director of its U.K. pharmaceutical operations. Mr. Wiggans began his career with Eli Lilly and Company. He currently serves on the boards of directors of Annexon, Inc. (Nasdaq: ANNX), a position he has held since February 2017, and Cymabay Therapeutics Inc. (Nasdaq: CBAY), a position he has held since April 2021. Mr. Wiggans has previously served on the boards of various industry organizations, educational institutions and private and public companies, including service on the boards of directors of Onyx Pharmaceuticals Inc. from March 2005 until its acquisition by Amgen Inc. in October 2013, Sangamo Biosciences, Inc. from June 2008 until June 2012, Somaxon Pharmaceuticals, Inc. from June 2008 until May 2012, Forma Therapeutics Holdings, Inc. from September 2020 until its acquisition by Novo Nordisk A/S in October 2022, and as chairman of the board of directors of Excaliard Pharmaceuticals, Inc. from October 2010 until its acquisition by Pfizer Inc. in December 2011. Mr. Wiggans was instrumental in the formation of the Biotechnology Industry Organization and served as a member of its board of directors for many years. He is currently a member of the Board of Trustees of the University of Kansas Endowment Association. Mr. Wiggans holds a B.S. in Pharmacy from the University of Kansas and an M.B.A. from Southern Methodist University.

In connection with his appointment to the Board, on November 1, 2023, the effective date of his appointment to the Board, Mr. Wiggans is being granted an option to purchase 110,000 shares of the Company’s voting common stock, of which 25% of the total number of shares subject to the option shall vest on the one year anniversary of the date of grant and 1/48th of the total number of shares subject to the option shall vest monthly thereafter, in each case subject to Mr. Wiggans’ continuous service to the Company on and through each applicable vesting date. The option will have an exercise price per share equal to the closing price of the Company’s voting common stock on the date of grant. The option grant is greater than the standard grant of 94,000 to be provided to new directors as set forth in the Company’s Non-Employee Director Compensation Policy, which was filed as Exhibit 10.17 to the Company’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 8, 2023 (the “Non-Employee Director Compensation Policy”) as the Compensation Committee of the Board determined that a larger grant to Mr. Wiggans was appropriate given that he will also be serving as the Chairperson of the Board. As a non-employee director, Mr. Wiggans will also be entitled to receive the Company’s standard cash retainers for service as Chairperson of the Board and for membership on any committees of the Board on which he may serve, as set forth in the Non-Employee Director Compensation Policy.

The Company has also entered into an indemnification agreement with Mr. Wiggans in the same form as its standard form of indemnity agreement with its other directors.

There are no family relationships between Mr. Wiggans and any director or executive officer of the Company, and he was not selected by the Board to serve as a director pursuant to any arrangement or understanding with any person. Mr. Wiggans has not engaged in any transaction that would be reportable as a related party transaction under Item 404(a) of Regulation S-K.

On October 30, 2023, William Lis notified the Board of his intent to resign from the Board effective as of December 14, 2023. Mr. Lis’ decision to resign was not due to any disagreements with the Company on any matter relating to the Company’s operations, policies or practices. Additionally, effective upon Mr. Wiggans’ appointment to the Board and as Chairperson of the Board, Mr. Lis stepped down as Chairperson of the Board.

Item 8.01. Other Events.

On November 1, 2023, the Company issued a press release announcing the appointment of Mr. Wiggans to the Board. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1	Press release dated November 1, 2023.
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

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.

JASPER THERAPEUTICS, INC.

Date: November 1, 2023

By: /s/ Herb Cross

Name: Herb Cross

Title: Chief Financial Officer



Jasper Therapeutics Announces Appointment of Thomas G. Wiggans as Chairperson of the Board of Directors

REDWOOD CITY, Calif., November 1, 2023 (GLOBE NEWSWIRE) -- Jasper Therapeutics, Inc. (Nasdaq: JSPR) (Jasper), a biotechnology company focused on the development of briquilimab, a novel antibody therapy targeting c-Kit (CD117) to address mast cell driven diseases such as chronic spontaneous urticaria (CSU) and chronic inducible urticaria (CIndU), as well as lower to intermediate risk myelodysplastic syndromes (LR-MDS) and novel stem cell transplant conditioning regimens, today announced the appointment of Thomas G. Wiggans, a veteran biopharmaceutical executive, as Chairperson of Jasper's Board of Directors (the Board), effective immediately. Bill Lis is stepping down as Chairperson and will retire from the Board in December of this year.

"We are pleased to welcome Tom to our Board as Chairperson. He brings a very strong track record with him to our Board, having served in senior leadership positions for over four decades at multiple successful biopharmaceutical companies, particularly in the dermatology space," said Ronald Martell, President and Chief Executive Officer of Jasper. "With our initial clinical study of briquilimab in CSU currently launching, Tom is joining at an important time in the growth of the company and I look forward to drawing on his expertise as we continue to expand our clinical programs. I'd like to thank Bill Lis for his years of service in helping to build Jasper as its founding CEO and for his partnership as Chairperson over the past year as we've prioritized our development efforts in mast cell diseases."

"I am excited to join Jasper's Board at a transformative time in the company's development," said Mr. Wiggans. "I believe that briquilimab has the potential to serve as an important and differentiated treatment option across a number of indications with high unmet need, and I look forward to working with Ron and the team to bring value to both patients and shareholders."

"It has been a pleasure working with the Jasper team over the past several years, and I'm confident that the Board and company are under strong leadership as they advance briquilimab into a new stage of clinical development," said Mr. Lis. "I will be supporting Tom, Ron, and the rest of Jasper as I transition off the Jasper Board to new company ventures."

Mr. Wiggans most recently served as Chairman and CEO of Pardes Biosciences. Prior to Pardes, he founded Dermira (NASDAQ: DERM) in 2010 and served as its Chairman and CEO until it was acquired by Eli Lilly and Company in February 2020. Prior to founding Dermira, Tom served as Chairman and CEO of Peplin, Inc. until Peplin's acquisition by LEO Pharma A/S in 2009. He also served as Chairman and CEO of Connetics Corporation until it was acquired by Stiefel Laboratories, Inc. in 2006. Prior to Connetics, he served as President and COO of CytoTherapeutics Inc. and in various management positions at Ares-Serono S.A., including as president of its U.S. pharmaceutical operations and managing director of its U.K. pharmaceutical operations. He began his career with Eli Lilly & Co. Mr. Wiggans is currently on the Board of Directors of Annexon, Inc., and Cymabay Therapeutics Inc. He has previously served on the Board of Directors for various industry organizations, educational institutions, and both private and public companies, including service on the board of Forma Therapeutics, Onyx Pharmaceuticals, Sangamo Biosciences, Somaxon Pharmaceuticals, Inc., and the Biotechnology Innovation Organization (BIO). He is currently a member of the board of trustees of the University of Kansas Endowment Association. He holds a Bachelor of Science in pharmacy from the University of Kansas and an MBA from Southern Methodist University.

About Jasper

Jasper is a clinical-stage biotechnology company developing briquilimab, a monoclonal antibody targeting c-Kit (CD117) as a therapeutic for chronic mast and stem cell diseases such as chronic urticaria and lower to intermediate risk myelodysplastic syndromes (MDS) and as a conditioning agent for stem cell transplants for rare diseases such as sickle cell disease (SCD), Fanconi anemia (FA) and severe combined immunodeficiency (SCID). To date, briquilimab has a demonstrated efficacy and safety profile in more than 145 dosed participants and healthy volunteers, with clinical outcomes as a conditioning agent in SCID, acute myeloid leukemia (AML), MDS, FA, and SCD. For more information, please visit us at www.jaspertherapeutics.com.

Forward-Looking Statements

Certain statements included in this press release that are not historical facts are forward-looking statements for purposes of the safe harbor provisions under the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are sometimes accompanied by words such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “expect,” “should,” “would,” “plan,” “predict,” “potential,” “seem,” “seek,” “future,” “outlook” and similar expressions that predict or indicate future events or trends or that are not statements of historical matters. These forward-looking statements include, but are not limited to, statements regarding briquilimab’s potential, the development of briquilimab for CSU, CIndU, LR-MDS and novel stem cell transplant conditioning regimens, Jasper’s growth, Jasper’s expansion of its clinical programs, Jasper’s intention to bring value to both patients and shareholders and the advancement of briquilimab into a new stage of clinical development. These statements are based on various assumptions, whether or not identified in this press release, and on the current expectations of Jasper and are not predictions of actual performance. These forward-looking statements are provided for illustrative purposes only and are not intended to serve as, and must not be relied on by an investor as, a guarantee, an assurance, a prediction or a definitive statement of fact or probability. Many actual events and circumstances are beyond the control of Jasper. These forward-looking statements are subject to a number of risks and uncertainties, including general economic, political and business conditions; the risk that the potential product candidates that Jasper develops may not progress through clinical development or receive required regulatory approvals within expected timelines or at all; the risk that clinical trials may not confirm any safety, potency or other product characteristics described or assumed in this press release; the risk that Jasper will be unable to successfully market or gain market acceptance of its product candidates; the risk that prior study results may not be replicated; the risk that Jasper’s product candidates may not be beneficial to patients or successfully commercialized; patients’ willingness to try new therapies and the willingness of physicians to prescribe these therapies; the effects of competition on Jasper’s business; the risk that third parties on which Jasper depends for laboratory, clinical development, manufacturing and other critical services will fail to perform satisfactorily; the risk that Jasper’s business, operations, clinical development plans and timelines, and supply chain could be adversely affected by the effects of health epidemics; the risk that Jasper will be unable to obtain and maintain sufficient intellectual property protection for its investigational products or will infringe the intellectual property protection of others; and other risks and uncertainties indicated from time to time in Jasper’s filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2022 and any subsequent Quarterly Reports on Form 10-Q . If any of these risks materialize or Jasper’s assumptions prove incorrect, actual results could differ materially from the results implied by these forward-looking statements. While Jasper may elect to update these forward-looking statements at some point in the future, Jasper specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing Jasper’s assessments of any date subsequent to the date of this press release. Accordingly, undue reliance should not be placed upon the forward-looking statements.

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