

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 17, 2024

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 ten warrants exercisable for one share of Voting Common Stock at an exercise price of \$115.00	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.

On June 17, 2024, Anna French, D.Phil. notified the Board of Directors (the “Board”) of Jasper Therapeutics, Inc. (the “Company”) of her intent to resign from the Board effective as of June 18, 2024. Dr. French’s decision to resign was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Effective immediately following Dr. French’s resignation, on June 18, 2024, the Board appointed Svetlana Lucas, Ph.D. as a Class III director of the Company.

Dr. Lucas, age 52, has served as the Chief Business Officer at Scribe Therapeutics Inc. since June 2019. Previously, she served as Senior Vice President, Business Development at Tizona Therapeutics, Inc. (“Tizona”), a clinical stage immunotherapy company, from January 2019 to June 2019, where she was responsible for the company’s business development strategy and transactions, including global strategic collaboration with AbbVie Inc., and prior to that as Vice President at Tizona from June 2015 to January 2019. Before joining Tizona, Dr. Lucas was Head of Oncology and Inflammation External R&D Team at Amgen Inc. (“Amgen”) from August 2014 to July 2015 where she oversaw business development activities, including Amgen’s strategic cancer immunotherapy research collaboration and licensing agreement with Kite Pharma, and collaborated with Amgen Ventures on several investments in oncology and inflammation. Svetlana joined Amgen following the acquisition of Onyx Pharmaceuticals, Inc. (“Onyx”), where she served as a Director, Corporate Development from September 2012 to August 2014 and spearheaded the company’s oncology partnering strategy and due diligence of new opportunities. She held positions of increasing responsibility in strategy, business development, and strategic marketing at Amgen from January 2003 to September 2005, PDL BioPharma/ Facet Biotech (acquired by Abbvie) from September 2005 to July 2010, and XOMA Corporation from July 2010 to September 2012. From February 2001 to January 2003, Dr. Lucas was a strategy consultant in the Life Sciences practice of McKinsey & Company, Inc. She received her undergraduate degree in Biology from Moscow State University, and her Ph.D. in Molecular Biology and Biochemistry from the California Institute of Technology. Dr. Lucas has served on the board of directors of aTyr Pharma, Inc. (Nasdaq: LIFE) since June 2019 and as an advisor to Radar Therapeutics since October 2023.

In connection with her appointment to the Board, in accordance with the Company’s Non-Employee Director Compensation Policy (as may be amended or restated from time to time, the “Non-Employee Director Compensation Policy”), on June 18, 2024, the effective date of her appointment to the Board, Dr. Lucas was granted an option to purchase 15,000 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 Dr. Lucas’ continuous service to the Company on and through each applicable vesting date. The option has an exercise price per share equal to \$23.19, the closing price of the Company’s voting common stock on the date of grant. As a non-employee director, Dr. Lucas will also be entitled to receive the Company’s standard cash retainers for service on the Board and for membership on any committees of the Board on which she may serve, as set forth in the Non-Employee Director Compensation Policy.

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

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

Item 8.01. Other Events.

On June 19, 2024, the Company issued a press release announcing the appointment of Dr. Lucas 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 June 19, 2024.
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: June 20, 2024

By: /s/ Herb Cross

Name: Herb Cross

Title: Chief Financial Officer



Jasper Therapeutics Announces Appointment of Svetlana Lucas Ph.D., to its Board of Directors

REDWOOD CITY, Calif., June 19, 2024 (GLOBE NEWSWIRE) –Jasper Therapeutics, Inc. (Nasdaq: JSPR) (Jasper), a clinical stage biotechnology company focused on development of briquilimab, a novel antibody therapy targeting c-Kit (CD117) to address mast cell driven diseases such as chronic spontaneous urticaria (CSU), chronic inducible urticaria (CIndU) and asthma, today announced the appointment of Svetlana Lucas, Ph.D., to Jasper’s Board of Directors (the Board), effective as of June 18, 2024. Separately, Anna French, D. Phil., stepped down from the Board, effective as of June 18, 2024.

“We are pleased to welcome Svetlana, an experienced and accomplished biopharmaceutical executive, to our Board,” said Thomas Wiggins, Chairperson of Jasper’s Board. “Svetlana has led several significant partnerships with large pharma and has particular expertise in the areas of strategic planning and business development. We look forward to capitalizing on her insights as the briquilimab development program continues to expand in mast cell diseases. I’d also like to thank Anna French for instrumental contributions to Jasper as a founding investor and member of our Board.”

“I am excited to join Jasper’s Board at an important phase in the company’s growth,” said Dr. Lucas. “I believe that briquilimab has the potential to serve as an important and differentiated therapeutic in a large number of diseases, and I look forward to contributing to Jasper’s continued progress in delivering more treatment options to patients in need.”

Dr. Lucas has over 20 years of experience in strategy, commercialization, and business development leadership, particularly in immunology and oncology. She currently serves as a Chief Business Officer at Scribe Therapeutics, a genetic medicines company where she inked multiple strategic collaborations with pharma companies, including Sanofi and Eli Lilly subsidiary Prevail Therapeutics, potentially worth more than \$4 billion. Prior to her current role, she served as Senior Vice President, Business Development at Tizona Therapeutics, Inc. (Tizona), a clinical stage immunotherapy company, where she was responsible for the company’s business development strategy and transactions, including a global strategic collaboration with AbbVie Inc. Before joining Tizona, Dr. Lucas was Head of Oncology and Inflammation at Amgen Inc. (Amgen), where she oversaw business development activities, including Amgen’s strategic cancer immunotherapy research collaboration and licensing agreement with Kite Pharma, and collaborated with Amgen Ventures on several investments in oncology and inflammation. Dr. Lucas joined Amgen following the acquisition of Onyx Pharmaceuticals, Inc. (Onyx), where she served as Director, Corporate Development and spearheaded the company’s oncology partnering strategy and due diligence of new opportunities. Prior to Onyx, she held positions of increasing responsibility in strategy, business development and strategic marketing at Amgen, PDL BioPharma/Facet Biotech (acquired by AbbVie), and XOMA Corporation. She began her career as a strategy consultant in the Life Sciences practice of McKinsey & Company, Inc. Dr. Lucas currently serves on the Board of Directors of aTyr Pharma, Inc. and as an advisor to Radar Therapeutics. Dr. Lucas received her Ph.D. in Molecular Biology and Biochemistry from California Institute of Technology, and an undergraduate degree in Biology from Moscow State 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, 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, including with respect to its potential in mast cell driven diseases such as CSU, CIndU, and asthma and its potential to serve as an important and differentiated therapeutic in a large number of diseases, the expansion of briquilimab in mast cell diseases, Jasper’s ability to capitalize on Dr. Lucas’ insights, Jasper’s growth and Jasper’s continued progress in delivering more treatment options to patients in need. 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, 2023 and 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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