

**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 1, 2021

**Aptose Biosciences Inc.**

(Exact Name of Registrant as Specified in Charter)

**Canada**  
(State or Other Jurisdiction of Incorporation)

**001-32001**  
(Commission File Number)

**98-1136802**  
(I.R.S. Employer Identification Number)

**251 Consumers Road, Suite 1105, Toronto, Ontario, Canada M2J 4R3**  
(Address of Principal Executive Offices) (Zip Code)

**647-479-9828**  
(Registrant's telephone number, including area code)

(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	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, no par value	APTO	The Nasdaq Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 5.07. Submission of Matters to a Vote of Security Holders.**

On June 1, 2021, Aptose Biosciences Inc., or the “Corporation”, held its Annual General Meeting of Shareholders. At the meeting, shareholders voted in favor of all items of business, as indicated below:

**Proposal No. 1—Election of Directors**

The Corporation’s shareholders voted to elect the following persons to the board of directors of the Corporation, each to serve until the 2021 Annual General Meeting:

<u>Nominee</u>	<u>Votes For</u>	<u>% Votes For</u>	<u>Votes Withheld</u>	<u>% Votes Withheld</u>	<u>Broker Non-Votes</u>
Ms. Carol G. Ashe	41,927,965	99.25	317,922	0.75	22,534,570
Dr. Denis Burger	40,351,406	95.52	1,894,481	4.48	22,534,570
Ms. Caroline M. Loewy	31,606,672	74.82	10,639,215	25.18	22,534,570
Dr. Erich Platzer	40,337,583	95.48	1,908,304	4.52	22,534,570
Dr. William G. Rice	41,767,537	98.87	478,350	1.13	22,534,570
Dr. Mark D. Vincent	40,365,017	95.55	1,880,870	4.45	22,534,570
Mr. Warren Whitehead	40,468,725	95.79	1,777,162	4.21	22,534,570

**Proposal No. 2—Appointment of Independent Registered Public Accounting Firm**

The Corporation’s shareholders voted to approve the appointment of KPMG LLP as the independent registered public accounting firm of the Corporation until the next annual shareholders’ meeting or until a successor is named.

<u>Votes For</u>	<u>% Votes For</u>	<u>Vote Against</u>	<u>% Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
64,481,051	99.54	176,792	0.27	122,614	0

**Proposal No. 3—Resolution on adoption of the 2021 Employee Stock Incentive Plan**

The Corporation’s shareholders passed an ordinary resolution authorizing the adoption of the Corporation’s 2021 employee stock incentive plan.

<u>Votes For</u>	<u>% Votes For</u>	<u>Vote Against</u>	<u>% Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
41,252,327	97.65	888,322	2.10	105,238	22,534,570

**Proposal No. 4—Resolution on adoption of the 2021 Employee Stock Purchase Plan**

The Corporation’s shareholders passed an ordinary resolution authorizing the adoption of the Corporation’s 2021 employee stock purchase plan.

<u>Votes For</u>	<u>% Votes For</u>	<u>Vote Against</u>	<u>% Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
41,529,619	98.30	664,897	1.57	51,371	22,534,570

**Proposal No. 5—Resolution on Compensation of Corporations Named Executive Officers**

The Corporation’s shareholders passed an advisory (non-binding) resolution to approve the compensation of the Corporation’s named executive officers.

<u>Votes For</u>	<u>% Votes For</u>	<u>Vote Against</u>	<u>% Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
31,503,494	74.57	10,630,327	25.16	112,066	22,534,570

**Proposal No. 6—Frequency of future “Say on Pay”**

The Corporation’s shareholders passed an advisory (non-binding) resolution to set the frequency of future ‘say on pay’ votes to annual.

<u>Frequency of Say-on-Pay</u>	<u>Votes For</u>	<u>% Votes For</u>	<u>Broker Non-Votes</u>
1 Year	41,374,099	98.13	22,605,013
2 Years	522,865	1.24	22,605,013
3 Years	267,507	0.63	22,605,013

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

(d) Exhibits.

[Exhibit 99.1. Press release, dated June 1, 2021](#)

**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.

**Aptose Biosciences Inc.**

Date: June 1, 2021

By: /s/ Jotin Marango  
Jotin Marango, Ph.D., M.D.  
Senior Vice President & Chief Financial Officer

## Aptose Biosciences Announces Results of Annual Meeting of Shareholders

SAN DIEGO and TORONTO, June 01, 2021 (GLOBE NEWSWIRE) -- Aptose Biosciences Inc. (“Aptose” or the “Company”) (NASDAQ: APTO, TSX: APS), a clinical-stage company developing highly differentiated therapeutics that target the underlying mechanisms of cancer, today announced the voting results from the Company’s annual and special meeting of shareholders held today, June 1, 2021 (the “Meeting”). A total of 72.83% of the issued and outstanding common shares of the Company were represented by shareholders present or represented by proxy at the Meeting.

The Company is pleased to announce that all of the nominees listed in the proxy statement dated April 20, 2021 were elected as Directors. The results of the vote are detailed below:

Nominee	Votes For	% Votes For	Votes Withheld	% Votes Withheld
Ms. Carol G. Ashe	41,927,965	99.25	317,922	0.75
Dr. Denis Burger	40,351,406	95.52	1,894,481	4.48
Ms. Caroline M. Loewy	31,606,672	74.82	10,639,215	25.18
Dr. Erich Platzer	40,337,583	95.48	1,908,304	4.52
Dr. William G. Rice	41,767,537	98.87	478,350	1.13
Dr. Mark D. Vincent	40,365,017	95.55	1,880,870	4.45
Mr. Warren Whitehead	40,468,725	95.79	1,777,162	4.21

Aptose shareholders also voted in favor of the following matters:

- the re-appointment of KPMG LLP as the independent registered public accounting firm of the Company
- a resolution to approve Aptose’s 2021 Stock Incentive Plan
- a resolution to approve Aptose’s 2021 Employee Stock Purchase Plan
- a non-binding resolution to approve of the compensation paid to Aptose’s named executive officers
- a non-binding resolution on presenting future “say on pay” votes annually to shareholders

Please refer to the Company’s management proxy circular available on SEDAR at [www.sedar.com](http://www.sedar.com) or EDGAR <https://www.sec.gov/edgar.shtml> for more details on the matters covered at the Meeting. Final voting results on all matters voted on at the Meeting will also be filed on SEDAR and EDGAR.

### About Aptose

Aptose Biosciences is a clinical-stage biotechnology company committed to developing personalized therapies addressing unmet medical needs in oncology, with an initial focus on hematology. The Company’s small molecule cancer therapeutics pipeline includes products designed to provide single agent efficacy and to enhance the efficacy of other anti-cancer therapies and regimens without overlapping toxicities. The Company has two clinical-stage investigational products for hematologic malignancies. The first investigational product, luxepatinib, an oral, first-in-class mutation-agnostic FLT3/BTK kinase inhibitor, is in a Phase 1a/b trial in patients with relapsed or refractory B cell malignancies, including chronic lymphocytic leukemia (CLL), small lymphocytic lymphoma (SLL) and non-Hodgkin lymphoma (NHL), who have failed or are intolerant to standard therapies, and in a separate Phase 1a/b trial in patients with relapsed or refractory acute myeloid leukemia (AML). The second investigational product, APTO-253, the only known clinical stage agent that directly targets the MYC oncogene and suppresses its expression, is in a Phase 1a/b clinical trial for the treatment of patients with relapsed or refractory AML or high-risk myelodysplastic syndrome (MDS).

For further information, please contact:

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