

---

**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): May 31, 2022**

---

**APTOSE BIOSCIENCES INC.**

(Exact name of registrant as specified in its charter)

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

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

**98-1136802**  
(I.R.S. Employer Identification No.)

**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	Nasdaq Capital Market

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 5.07. Submission of Matters to a Vote of Security Holders.**

On May 31, 2022, 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 2022 Annual General Meeting:

<b><u>Nominee</u></b>	<b><u>Votes For</u></b>	<b><u>% Votes For</u></b>	<b><u>Votes Withheld</u></b>	<b><u>% Votes Withheld</u></b>	<b><u>Broker Non-Votes</u></b>
Ms. Carol G. Ashe	17,610,847	97.26	495,432	2.74	31,202,256
Dr. Denis Burger	17,742,804	97.99	363,475	2.01	31,202,256
Dr. Erich Platzer	17,727,289	97.91	378,990	2.09	31,202,256
Dr. William G. Rice	17,620,559	97.32	485,720	2.68	31,202,256
Dr. Mark D. Vincent	16,878,019	93.22	1,228,260	6.78	31,202,256
Mr. Warren Whitehead	17,729,501	97.92	376,778	2.08	31,202,256

***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.

<b><u>Votes For</u></b>	<b><u>% Votes For</u></b>	<b><u>Vote Against</u></b>	<b><u>% Votes Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
47,107,992	95.54	2,038,623	4.13	161,920	0

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

The Corporation’s shareholders passed an ordinary resolution approving an amendment to the Corporation’s 2021 stock incentive plan to increase the number of shares available thereunder by 3,000,000.

<b><u>Votes For</u></b>	<b><u>% Votes For</u></b>	<b><u>Vote Against</u></b>	<b><u>% Votes Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
16,600,484	91.68	1,422,330	7.86	83,464	31,202,257

***Proposal No. 4—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.

<b><u>Votes For</u></b>	<b><u>% Votes For</u></b>	<b><u>Vote Against</u></b>	<b><u>% Votes Against</u></b>	<b><u>Abstain</u></b>	<b><u>Broker Non-Votes</u></b>
16,902,574	93.35	1,031,978	5.70	171,727	31,202,256

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

(d) Exhibits.

[Exhibit 99.1. Press release, dated May 31, 2022](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: May 31, 2022

By: /s/ William G. Rice, Ph.D. \_\_\_\_\_

William G. Rice, Ph.D.

Chairman, President and Chief Operating Officer

## Aptose Biosciences Announces Results of Annual Meeting of Shareholders

SAN DIEGO and TORONTO, May 31, 2022 (GLOBE NEWSWIRE) -- Aptose Biosciences Inc. ("Aptose" or the "Company") (NASDAQ: APTO, TSX: APS), a clinical-stage precision oncology company developing highly differentiated oral kinase inhibitors to treat hematologic malignancies, today announced the voting results from the Company's annual and special meeting of shareholders held today, May 31, 2022 (the "Meeting"). A total of 53.46% of the common shares of the Company entitled to be voted 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 19, 2022 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	17,610,847	97.26	495,432	2.74
Dr. Denis Burger	17,742,804	97.99	363,475	2.01
Dr. Erich Platzter	17,727,289	97.91	378,990	2.09
Dr. William G. Rice	17,620,559	97.32	485,720	2.68
Dr. Mark D. Vincent	16,878,019	93.22	1,228,260	6.78
Mr. Warren Whitehead	17,729,501	97.92	376,778	2.08

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 an amendment to the Aptose's 2021 Stock Incentive Plan to increase the number of shares available thereunder by 3,000,000 shares
- a non-binding resolution to approve of the compensation paid to Aptose's named executive officers

Please refer to the Company's proxy statement 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 precision medicines 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 oral kinase inhibitors under development for hematologic malignancies: HM43239, an oral, myeloid kinase inhibitor in an international Phase 1/2 trial in patients with relapsed or refractory acute myeloid leukemia (AML); and luxetpinib, an oral, dual lymphoid and myeloid kinase inhibitor in a Phase 1 a/b trial in patients with relapsed or refractory B cell malignancies who have failed or are intolerant to standard therapies, and in a separate Phase 1 a/b trial in patients with relapsed or refractory AML or high risk myelodysplastic syndrome (MDS). For more information, please visit [www.aptose.com](http://www.aptose.com).

For further information, please contact:

**Aptose Biosciences Inc.**  
 Susan Pietropaolo  
 Investor Relations  
 201-923-2049  
[spietropaolo@aptose.com](mailto:spietropaolo@aptose.com)

**LifeSci Advisors, LLC**  
 Dan Ferry, Managing Director  
 617-535-7746  
[Daniel@LifeSciAdvisors.com](mailto:Daniel@LifeSciAdvisors.com)