
**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 30, 2026

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.)

**66 Wellington Street West, Suite 5300
TD Bank Tower, Box 48
Toronto, Ontario M5K 1E6
Canada**

(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
None	N/A	N/A

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 2.01 Completion of Acquisition or Disposition of Assets.

Pursuant to the Arrangement Agreement, dated as of November 18, 2025, as amended and restated by the parties on February 23, 2026 (the “Arrangement Agreement”), by and among Aptose Biosciences Inc. (the “Company”), Hanmi Pharmaceuticals Co. Ltd. (“Hanmi”) and HS North America Ltd., a wholly owned subsidiary of Hanmi (“Hanmi Purchaser” and together with Hanmi, the “Hanmi Purchasers”), on June 30, 2026, the Company consummated the statutory plan of arrangement under the Business Corporations Act (Alberta) pursuant to which Hanmi Purchaser acquired all of the issued and outstanding common shares of the Company not already owned by Hanmi (the “Arrangement”). The Court of King’s Bench of Alberta approved the Arrangement on March 31, 2026.

At the effective time of the Arrangement (the “Effective Time”), each share of the Company’s common shares, without par value (the “Common Shares”), issued and outstanding immediately prior to the Effective Time, other than Common Shares beneficially owned or controlled by Parent or any of its affiliates, was converted into the right to receive C\$2.41 in cash, subject to applicable withholdings and other source deductions.

The aggregate consideration paid in the Arrangement was approximately USD\$3,466,470 (C\$4,925,362.79), without giving effect to related transaction fees and expenses, for 2,043,719 Common Shares of the Company which were not already owned by Hanmi. Immediately prior to the Effective Time, Hanmi owned 508,710 Common Shares, representing 19.93% of the issued and outstanding Common Shares, based on 2,552,429 Common Shares outstanding immediately prior to the Effective Time. Certain of the Hanmi Purchasers are party to those certain second amended and restated 2025 facility agreement, second amended and restated investor rights agreement, debt conversion and interest payment agreement, and facility agreement, each with the Company, as further described in the Proxy Statement contained in the Definitive Schedule 14A filed by the Company with the SEC on February 24, 2026.

Locust Walk Securities, LLC, financial advisor to the Special Committee of the Board of Directors of the Company, provided a fairness opinion in connection with the Arrangement (the “Fairness Opinion”).

The description of the Arrangement Agreement set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Arrangement Agreement, which is incorporated herein by reference to Exhibit 2.1 of the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on February 24, 2026.

The description of the Fairness Opinion set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Fairness Opinion, which is incorporated herein by reference to Appendix E of the Company’s Proxy Statement contained in the definitive Schedule 14A filed by the Company with the SEC on February 24, 2026.

Item 3.03 Material Modifications to Rights of Security Holders.

As set forth under Item 2.01 of this Current Report on Form 8-K, at the Effective Time, each Common Share issued and outstanding immediately prior to the Effective Time, other than Common Shares beneficially owned or controlled by Parent or any of its affiliates, was converted into the right to receive C\$2.41 in cash, subject to applicable withholdings and other source deductions (the “Arrangement Consideration”). At the Effective Time, all holders of Common Shares (other than Common Shares beneficially owned or controlled by Parent or any of its affiliates) ceased to have any rights with respect thereto other than the right to receive the Arrangement Consideration.

The information set forth under Items 2.01, 5.01 and 8.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 5.01 Changes in Control of Registrant.

As a result of the Arrangement, a change in control of the Company occurred, and the Company is now a wholly owned subsidiary of the Hanmi Purchasers.

The disclosure regarding the Arrangement and the Arrangement Agreement set forth under Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.01.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In connection with the consummation of the Arrangement, all of the directors of the Company resigned from their positions as directors of the Company as of the Effective Time. None of these resignations were the result of any disagreement with the Company, its management or the Board of Directors of the Company.

Item 8.01 Other Events.

Delisting of Common Shares from the TSX. On June 30, 2026, in connection with the completion of the Arrangement, the Company notified the Toronto Stock Exchange (the "TSX") that the Arrangement had been completed and requested that the Common Shares be delisted from the TSX. It is expected that the Common Shares will be delisted from the TSX on or about July 3, 2026.

The Company intends to file with the SEC a certification on Form 15 to terminate or suspend its reporting obligations under Sections 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended, as promptly as practicable.

Closing of the Arrangement. On June 30, 2026, the Company issued a press release announcing the closing of the Arrangement. A copy of the press release issued by the Company is attached as Exhibit 99.2 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
2.1	<u>Arrangement Agreement, dated February 23, 2026 (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K) filed February 24, 2026 and incorporated herein by reference</u>
99.1	<u>Opinion of Locust Walk Securities, LLC (incorporated herein by reference to Appendix E of the Company's Proxy Statement contained in the definitive Schedule 14A filed February 24, 2026)</u>
99.2	<u>Press Release dated June 30, 2026</u>
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: June 30, 2026

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

William G. Rice, Ph.D.

Chairman, President, and Chief Executive Officer



For Immediate Release

Aptose Biosciences Announces Completion of Acquisition by Hanmi Pharmaceutical

SAN DIEGO and TORONTO, June 30, 2026 — Aptose Biosciences Inc. (“Aptose” or the “Company”) (TSX: APS and OTC: APTOF), a clinical-stage precision oncology company developing a tuspentinib (TUS)-based triple drug frontline therapy to treat patients with newly diagnosed acute myeloid leukemia (AML), today announced the closing of the plan of arrangement (announced on November 19, 2025 and February 24, 2026) pursuant to which HS North America Ltd. (the “Purchaser”), a wholly owned subsidiary of Hanmi Pharmaceutical Co. Ltd. (“Hanmi”, and together with the Purchaser, the “Hanmi Purchasers”) acquired all of the issued and outstanding common shares of Aptose (the “Common Shares”) that were not currently owned or controlled by the Hanmi Purchasers or their respective affiliates (the “Arrangement”).

Under the terms of the amended and restated arrangement agreement among Aptose and the Hanmi Purchasers dated February 23, 2026, Aptose shareholders, other than the Hanmi Purchasers and their respective affiliates that hold any Common Shares, will receive C\$2.41 in cash per Common Share, which represents a premium of 28% over Aptose’s 30-day VWAP of C\$1.88 on the Toronto Stock Exchange (“TSX”) for the period immediately preceding entering into the Arrangement Agreement.

The Arrangement received approval from the Company’s shareholders at a special meeting held on March 31, 2026, and the Arrangement received final court approval on the same date. The Arrangement has also received the necessary regulatory approvals in Korea.

As a result of the Arrangement, the Common Shares are expected to be delisted from the TSX at the close of trading on or about July 3, 2026. The Company has submitted an application to cease to be a reporting issuer under applicable Canadian securities laws and to otherwise terminate the Company’s public reporting requirements in the United States and Canada.

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’s lead clinical-stage compound tuspentinib (TUS), is an oral kinase inhibitor that has demonstrated activity as a monotherapy and in combination therapy in patients with relapsed or refractory acute myeloid leukemia (AML) and is being developed as a frontline triplet therapy in newly diagnosed AML. For more information, please visit www.aptose.com.

About Hanmi

Hanmi Pharmaceutical Co., Ltd. is a research-driven pharmaceutical company headquartered in Seoul, South Korea, and serves as the core operating subsidiary of Hanmi Science, the Group’s holding company. Founded in 1973, Hanmi is committed to developing innovative therapies that address significant unmet medical needs across oncology, metabolic and rare diseases, immunology, and inflammation. Hanmi Pharmaceutical’s pipeline spans innovative biologics and small-molecule candidates, supported by proprietary drug development platforms and a portfolio of established medicines. As part of the Hanmi Science Group, Hanmi Pharmaceutical actively pursues global partnerships and licensing collaborations with leading multinational pharmaceutical companies to advance its therapies to patients worldwide. For more information, please visit www.hanmipharm.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of Canadian and U.S. securities laws, including, but not limited to, statements regarding the Company's clinical development plans, the clinical potential, anti-cancer activity, therapeutic potential and applications and safety profile of tuspentinib, clinical trials, statements relating to the completion of the Arrangement, and other statements including words such as "continue", "expect", "intend", "will", "hope", "should", "would", "may", "potential" and other similar expressions. Such statements reflect our current views with respect to future events and are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by us, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors could cause our actual results, performance or achievements to be materially different from any future results, performance or achievements described in this press release. Such factors could include, among others: the possibility that the Common Shares will not be delisted from the TSX in accordance with the timing currently contemplated, and that the Common Shares may not be delisted at all, due to a failure to satisfy, in a timely manner or otherwise, conditions necessary to delist the Common Shares from the TSX or for other reasons.

Should one or more of these risks or uncertainties materialize, or should the assumptions set out in the section entitled "Risk Factors" in our filings with Canadian securities regulators and the United States Securities and Exchange Commission underlying those forward-looking statements prove incorrect, actual results may vary materially from those described herein. These forward-looking statements are made as of the date of this press release and we do not intend, and do not assume any obligation, to update these forward-looking statements, except as required by law. We cannot assure you that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Investors are cautioned that forward-looking statements are not guarantees of future performance and accordingly investors are cautioned not to put undue reliance on forward-looking statements due to the inherent uncertainty therein.

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For further information, please contact:

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