

**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): April 26, 2022 (April 22, 2022)

COMPASS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-39696

(Commission File Number)

82-4876496

(I.R.S. Employer Identification No.)

**80 Guest Street, Suite 601
Boston, Massachusetts 02135**

(Address of Principal Executive Offices) (Zip Code)

(617) 500-8099

(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 Stock, \$0.0001 par value per share	CMPX	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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 25, 2022, the Board of Directors (the “Board”) of Compass Therapeutics, Inc. (the “Company”) appointed two new directors to its Board: Ellen Chiniara, J.D., former Chief Legal Officer of Alexion Pharmaceuticals; and Mary Ann Gray, Ph.D., President of Gray Strategic Advisors. The Board, upon recommendation of its Nominating and Corporate Governance Committee, appointed Ms. Chiniara and Dr. Gray as Class I directors, effective immediately to fill two vacant Class I Board seats, with a term expiring at the Company’s annual meeting of stockholders in 2024. The Board determined that Ms. Chiniara and Dr. Gray are independent directors under the Company’s corporate governance guidelines and applicable Nasdaq Listing Rules. Ms. Chiniara was also appointed to serve as a member of the Company’s Nominating and Corporate Governance Committee and its Compensation Committee.

As non-employee directors, Ms. Chiniara and Dr. Gray will receive cash compensation and an equity award for their Board service. Each will receive a cash retainer of \$45,000 for general availability and participation in meetings and conference call of the Board and any relevant committees. Each will also receive an initial option award to purchase 45,000 shares of the Company’s common stock at an exercise price equal to the closing price of the Company’s common stock on the date of grant. The option grants will vest monthly over four years.

There are no family relationships between Ms. Chiniara or Dr. Gray, on the one hand, and any director, executive officer or any other person nominated or chosen by the Company to become a director or executive officer, on the other. Neither Ms. Chiniara nor Dr. Gray is a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Ms. Chiniara or Dr. Gray and any other persons pursuant to which they were elected as directors. In addition, each of Ms. Chiniara and Dr. Gray has entered into an indemnification agreement with the Company consistent with the form of the existing indemnification agreement entered into between the Company and its non-employee directors, which was filed as Exhibit 10.4 to the Company’s Current Report on Form 8-K filed on June 23, 2020.

On April 22, 2022, Miranda Toledano, M.B.A., a member of the Board of the Company, notified the Company that she is declining to stand for reelection to the Board at the completion of her current term, ending at the Company’s Annual Meeting of Stockholders set for May 24, 2022. Ms. Toledano’s resignation was not the result of a disagreement with the Company on any matter relating to the Company’s operations, policies or practices. Ms. Toledano joined the Board following the Company’s acquisition of TRIGR Therapeutics, Inc., where she was Chief Operating Officer and Chief Financial Officer, and she is now moving on to focus on other professional and entrepreneurial endeavors.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

[99.1](#) [Press Release, issued on April 26, 2022 titled “Compass Therapeutics Announces Appointment of Two New Directors to its Board”](#)
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.

Compass Therapeutics, Inc.

Date: April 26, 2022

By: /s/ NEIL LERNER
Neil Lerner
VP of Finance

Compass Therapeutics Announces Appointment of Two New Directors to its Board

BOSTON, April 26, 2022 (GLOBE NEWSWIRE) -- Compass Therapeutics, Inc. (Nasdaq: CMPX), a clinical-stage, oncology-focused biopharmaceutical company developing proprietary antibody-based therapeutics to treat multiple human diseases, today is pleased to announce the appointment of two new directors to its board. Joining the board of directors are Ellen Chiniara, JD, former Chief Legal Officer of Alexion Pharmaceuticals, and Mary Ann Gray, PhD, President of Gray Strategic Advisors. Ms. Chiniara and Dr. Gray are both global leaders with deep experience in the life sciences and biopharmaceutical industries.

“Ellen and Mary Ann bring immediate and significant value to our board. Ellen’s expertise in strategic advising, mergers and acquisitions, and governance, combined with Mary Ann’s technical know-how and broad experience as a corporate director for biotechs of every stage, are complementary and an ideal fit,” said Thomas J. Schuetz, MD, PhD, Co-Founder and Chief Executive Officer. “We are excited to welcome both to our board at this pivotal time for Compass.”

Ms. Chiniara was most recently Executive Vice President, Chief Legal Officer and Corporate Secretary of Alexion Pharmaceuticals until its acquisition by AstraZeneca in July 2021. In this role she was responsible for all legal, intellectual property and governance matters, and was the executive sponsor of the Corporate Social Responsibility program. Prior to joining Alexion, Ms. Chiniara was General Counsel of Alere, a point-of-care diagnostics company acquired by Abbott Laboratories in 2017, where she spent over a decade managing various legal and governance functions culminating as the SVP and General Counsel, Chief Ethics & Compliance Officer and Corporate Secretary of the board. Earlier in her career, she was a partner at the law firm Hale and Dorr LLP (now Wilmer Cutler Pickering Hale and Dorr LLP).

Dr. Gray is the President of Gray Strategic Advisors, LLC, a biotechnology strategic planning and advisory firm. She currently serves on the boards of five public biotechnology companies: BioAtla, Keros Pharmaceuticals, Palisade Bio, Rapt Therapeutics, and Sarepta Pharmaceuticals. Previously, Dr. Gray served as a Senior Analyst and Portfolio Manager of Federated Kaufmann Fund. Earlier in her career, she was a biotechnology equity research analyst at multiple firms, as well as a senior scientist in the pharmaceutical industry. Dr. Gray has a PhD in Pharmacology from the University of Vermont, where she focused on novel chemotherapeutic agents for the treatment of cancer. She did post-doctoral work at Northwestern University Medical School and Yale University School of Medicine.

Carl Gordon, PhD, the Chairman of the Compass board of directors, added, “The appointments of Ellen and Mary Ann are part of the board’s strategic effort to support Compass as we focus on advancing our promising pipeline through clinical development, driving future growth, and creating additional shareholder value.”

About Compass Therapeutics

Compass Therapeutics, Inc. is a clinical-stage oncology-focused biopharmaceutical company developing proprietary antibody-based therapeutics to treat multiple human diseases. Compass’s scientific focus is on the relationship between angiogenesis, the immune system, and tumor growth. The company pipeline of novel product candidates is designed to target multiple critical biological pathways required for an effective anti-tumor response. These include modulation of the microvasculature via angiogenesis-targeted agents, induction of a potent immune response via activators on effector cells in the tumor microenvironment, and alleviation of immunosuppressive mechanisms used by tumors to evade immune surveillance. Compass plans to advance its product candidates through clinical development as both standalone therapies and in combination with proprietary pipeline antibodies based on supportive clinical and nonclinical data. The company was founded in 2014 and is headquartered in Boston, Massachusetts.

Forward-Looking Statements

This press release contains forward-looking statements. Statements in this press release that are not purely historical are forward-looking statements. Such forward-looking statements include, among other things, references to the Company’s financial position to continue advancing its product candidates, expectations about the Company’s cash runway, business and development plans, and statements regarding the Company’s product candidates, their development, regulatory plans with respect thereto and therapeutic potential thereof, planned interactions with regulatory authorities, and planned clinical development. Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, the Company’s ability to raise the additional funding it will need to continue to pursue its business and product development plans, the inherent uncertainties associated with developing product candidates and operating as a development stage company, the Company’s ability to identify additional product candidates for development, the Company’s ability to develop, complete clinical trials for, obtain approvals for and commercialize any of our product candidates, competition in the industry in which the Company operates and market conditions. These forward-looking statements are made as of the date of this press release, and the Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements, except as required by law. Investors should consult all of the information set forth herein and should also refer to the risk factor disclosure set forth in the reports and other documents we file with the SEC available at www.sec.gov, including without limitation our Form 10-K for the year ended December 31, 2021, and our subsequent filings with the SEC.

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