

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 10, 2024

BLACK DIAMOND THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39200
(Commission
File Number)

81-4254660
(I.R.S. Employer
Identification No.)

One Main Street, 14th Floor
Cambridge, Massachusetts
(Address of Principal Executive Offices)

02142
(Zip Code)

(617) 252-0848
(Registrant's telephone number, including area code)

Not Applicable
(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	BDTX	The Nasdaq Global Select 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.

Resignation of Alexander Mayweg, Ph.D.

On April 10, 2024, Alexander Mayweg, Ph.D. resigned from the Board of Directors (the “Board”) of Black Diamond Therapeutics, Inc. (the “Company”). Dr. Mayweg’s decision to resign from the Board was not the result of any disagreement with the Company on any matter relating to the operations, policies or practices of the Company.

Resignation of Wendy L. Dixon, Ph.D.

On April 10, 2024, Wendy L. Dixon, Ph.D. resigned from the Board and all committees thereof, including her position as Chair of the Nominating and Corporate Governance Committee of the Board (the “Nominating and Corporate Governance Committee”). Dr. Dixon’s decision to resign from the Board was not the result of any disagreement with the Company on any matter relating to the operations, policies or practices of the Company.

Appointment of Prakash Raman, Ph.D. and Shannon Campbell

On April 10, 2024 (the “Appointment Date”), upon the recommendation of the Nominating and Corporate Governance Committee, the Board appointed (i) Prakash Raman, Ph.D. to serve on the Board as a Class I director to hold office until the Company’s annual meeting of stockholders in 2024 or until his earlier death, resignation or removal, and (ii) Shannon Campbell to serve on the Board as a Class III director to hold office until the Company’s annual meeting of stockholders in 2026 or until her earlier death, resignation or removal. In addition, effective as of the Appointment Date, the Board appointed (i) Dr. Raman to serve as a member of the Nominating and Corporate Governance Committee and Audit Committee of the Board, and (ii) Ms. Campbell to serve as a member of the Compensation Committee of the Board, until their respective successors are elected and qualified, or until their earlier death, resignation or removal, or until otherwise determined by the Board.

In connection with Dr. Raman and Ms. Campbell’s appointment to the Board, the Board determined that each of Dr. Raman and Ms. Campbell is independent under the applicable listing standards of Nasdaq.

As non-employee directors, Dr. Raman and Ms. Campbell will receive compensation, including an initial equity award for their Board service in accordance with the Company’s Fifth Amended and Restated Non-Employee Director Compensation Policy. Dr. Raman and Ms. Campbell are not parties 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 Dr. Raman and Ms. Campbell and any other persons pursuant to which they were selected as directors. In addition, Dr. Raman and Ms. Campbell will each enter into an indemnification agreement with the Company consistent with the form of indemnification agreement entered into between the Company and its existing non-employee directors.

Item 7.01 Regulation FD Disclosure.

On April 11, 2024, the Company issued a press release entitled “Black Diamond Therapeutics Announces Changes to Board of Directors.” A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished under this Item 7.01, including Exhibit 99.1 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by Black Diamond Therapeutics, Inc., dated April 11, 2024, furnished herewith.
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.

BLACK DIAMOND THERAPEUTICS, INC.

Date: April 11, 2024

By: /s/ Brent Hatzis-Schoch

Name: Brent Hatzis-Schoch

Title: Chief Operating Officer and General Counsel



Black Diamond Therapeutics Announces Changes to Board of Directors

CAMBRIDGE, Mass., April 11, 2024 (GLOBE NEWSWIRE) – [Black Diamond Therapeutics, Inc.](#) (Nasdaq: BDTX), a clinical-stage oncology company developing MasterKey therapies that target families of oncogenic mutations in patients with cancers, today announced that industry veterans Shannon Campbell and Prakash Raman, Ph.D., have been appointed to the Company’s Board of Directors. The Company also announced that Wendy Dixon, Ph.D., and Alex Mayweg, Ph.D., have stepped down as members of its Board of Directors. These changes became effective as of April 10, 2024.

“On behalf of the board, I am excited to welcome Shannon and Prakash, both seasoned executives who bring deep and highly relevant oncology expertise to our board as we advance BDTX-1535, a potential first and best-in-class fourth-generation EGFR inhibitor,” said Mark Velleca, M.D., Ph.D., Chief Executive Officer of Black Diamond Therapeutics. “I would also like to thank Alex for his many years of support for Black Diamond and Wendy for her important contributions as a board member.”

“I am thrilled to join the board of Black Diamond at this pivotal time as the Company advances BDTX-1535 through Phase 2 development, and am excited by its potential to address the substantial and growing unmet need for patients with NSCLC in both front-line and later lines of therapy,” said Ms. Campbell.

Shannon Campbell currently serves as the Executive Vice President and Chief Commercial Officer at Merus, a clinical-stage oncology company developing multispecific antibody therapeutics, where she is responsible for Merus’s global commercialization strategy and activity. With over 30 years of biopharmaceutical experience, Ms. Campbell possesses deep expertise in commercializing transformative medicines globally. Before joining Merus, Ms. Campbell led the U.S. Solid Tumor Franchise at Novartis, and previously led the US Oncology Business Unit at Bayer HealthCare Pharmaceuticals. Earlier in her career she held positions of increasing responsibility at Abbott Labs and Pharmacia heritage companies. Ms. Campbell holds a Bachelor of Science degree from Ithaca College and has completed leadership, strategy, and finance programs at the University of Michigan Ross School of Business, IMD, Harvard Business School, and The Wharton School, University of Pennsylvania.

“I am extremely impressed by Black Diamond’s development progress with both BDTX-1535 and BDTX-4933, and look forward to partnering with the board and the management team to maximize the potential of these novel compounds,” said Dr. Raman.

Prakash Raman, Ph.D., has over two decades of biopharmaceutical business development and executive leadership experience, blending his scientific background, program and portfolio management and strong business development experience. He currently serves as Chief Executive Officer of a stealth biopharma company working on novel protein therapeutics in Oncology and Immunology. Previously, he was President and Chief Executive Officer of Ribon Therapeutics, a biopharmaceutical company focused on small molecule drugs for Oncology and Immunology. Prior to joining Ribon, he served as Senior Partner, Chief Business Development Officer at Flagship Pioneering. Before Flagship, he was Vice President, Global Head of Novartis Institutes for Biomedical Research Business Development and Licensing. Dr. Raman was instrumental in forging key collaborations in immuno-oncology, executing many out-licensing opportunities, guiding acquisitions, and led cross-functional drug discovery and early development project teams. Dr. Raman’s previous roles include Senior Scientist at Millennium Pharmaceuticals and post-doctoral fellow at The Scripps Research Institute. He completed his undergraduate work at the Indian Institute of Technology, Bombay, and received his Ph.D. in Organic and Medicinal Chemistry from the University of Wisconsin-Madison.



About Black Diamond Therapeutics

Black Diamond Therapeutics is a clinical-stage oncology company focused on the development of MasterKey therapies that address families of oncogenic mutations in clinically validated targets. The Company's MasterKey therapies are designed to address broad genetically defined patient populations, overcome resistance, minimize wild-type mediated toxicities, and be brain penetrant to treat CNS disease. The Company is advancing two clinical-stage programs: BDTX-1535, a brain-penetrant fourth-generation EGFR MasterKey inhibitor targeting EGFR mutant NSCLC and GBM, and BDTX-4933, a brain-penetrant RAF MasterKey inhibitor targeting KRAS, NRAS and BRAF alterations in solid tumors. For more information, please visit www.blackdiamondtherapeutics.com.

Forward-Looking Statements

Statements contained in this press release regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Such statements include, but are not limited to, statements regarding the continued development and advancement of BDTX-1535 and BDTX-4933, and the potential of BDTX-1535 to benefit patients with NSCLC. Any forward-looking statements in this statement are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. Risks that contribute to the uncertain nature of the forward-looking statements include those risks and uncertainties set forth in its Annual Report on Form 10-K for the year ended December 31, 2023, filed with the United States Securities and Exchange Commission and in its subsequent filings filed with the United States Securities and Exchange Commission. All forward-looking statements contained in this press release speak only as of the date on which they were made. The Company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

Contacts

For Investors:

Mario Corso, Head of Investor Relations, Black Diamond Therapeutics

mcorso@bdtx.com

For Media:

media@bdtx.com
