

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or Section 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): August 9, 2021

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
(IRS Employer
Identification No.)

One Main Street, 10th Floor
Cambridge, MA
(Address of principal executive offices)

02142
(Zip Code)

Registrant's telephone number, including area code: **617-252-0848**

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 to 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.

On August 9, 2021 (the “Effective Date”), upon the recommendation of its Compensation, Nomination and Corporate Governance Committee, the Board of Directors (the “Board”) of Black Diamond Therapeutics, Inc. (the “Company”) appointed Mark Velleca, M.D., 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.

In connection with Dr. Velleca’s appointment to the Board, the Board determined that Dr. Velleca is independent under the listing standards of Nasdaq. Dr. Velleca was not appointed to serve on any committees at this time.

As a non-employee director, Dr. Velleca will receive compensation, including an initial equity award for his Board service in accordance with the Company’s Second Amended and Restated Non-Employee Director Compensation Policy. Dr. Velleca is not 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 Dr. Velleca and any other persons pursuant to which he was selected as a director. In addition, Dr. Velleca will 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.

On August 10, 2021, the Company issued a press release announcing Dr. Velleca’s appointment to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

Item 9.01. Exhibits

(d) Exhibits

[99.1 Press Release issued by the Company on August 10, 2021, furnished herewith.](#)

SIGNATURES

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.

August 10, 2021

BLACK DIAMOND THERAPEUTICS, INC.

By: /s/ Thomas Leggett

Name: Thomas Leggett

Title: Chief Financial Officer and Principal Financial Officer



Black Diamond Therapeutics Announces Appointment of Mark Velleca, M.D., Ph.D. to Board of Directors

CAMBRIDGE, Mass. and NEW YORK, August 10, 2021 (GLOBE NEWSWIRE) -- Black Diamond Therapeutics, Inc. (Nasdaq: BDTX), a precision oncology medicine company pioneering the discovery and development of small molecule, MasterKey therapies, today announced the appointment of Mark A. Velleca, M.D., Ph.D. to its Board of Directors. Dr. Velleca brings over 20 years of leadership experience in the biotechnology industry, particularly in the field of oncology, most recently serving as Chief Executive Officer of G1 Therapeutics.

"I am delighted to welcome Mark to the Black Diamond Board of Directors," said Robert A. Ingram, Chairman of the Board of Directors of Black Diamond Therapeutics. "Mark brings substantial experience in a range of leadership roles in the life sciences sector, and his perspective will be integral as Black Diamond executes on its vision of developing novel precision medicine therapies for genetically defined cancers."

"We are pleased to welcome Mark to our Board, as his financial, regulatory, and medical expertise will complement our existing credentialed group of directors," said David M. Epstein, Ph.D., President and Chief Executive Officer of Black Diamond Therapeutics. "Mark's experience in shepherding drugs from discovery through commercialization will enable him to provide valuable insights as we advance our deep pipeline of targeted oncology therapies."

"I am delighted to join Black Diamond Therapeutics' Board of Directors, as their novel approach to precision medicine has the potential to transform the treatment landscape of targeted therapies. Oncology continues to be an area of immense unmet need, and the MAP platform offers a unique opportunity to address these challenges," said Dr. Velleca. "I look forward to working with the team to contribute to Black Diamond's future growth and success."

Dr. Velleca was most recently Chief Executive Officer of G1 Therapeutics, where he grew the company from Series A through IPO and led the development of its first therapy (COSELA™) from preclinical to FDA approval. Previously, he served as Executive Vice President at the Leukemia & Lymphoma Society (LLS). Prior to LLS, Dr. Velleca was co-founder and Senior Vice President of CGI Pharmaceuticals, where he managed the company from its inception through clinical trials of multiple drug candidates. After Gilead Sciences acquired CGI, he served as a Senior Advisor to Gilead in R&D Strategy and Corporate Development. Earlier in his career, Dr. Velleca was an attending physician at Yale New Haven Hospital and on the faculty of the Yale University School of Medicine. Currently, Dr. Velleca is a Senior Advisor and board member at G1 Therapeutics, board member at IMMvention Therapeutics, board chair at Turbine AI, and a Venture Partner at Hatteras Venture Partners. He earned an M.D. and Ph.D. from Washington University in St. Louis and a B.S. from Yale University.



About Black Diamond Therapeutics, Inc.

Black Diamond Therapeutics is a precision oncology medicine company pioneering the discovery of small molecule, MasterKey therapies. Black Diamond targets undrugged mutations in patients with genetically defined cancers. Black Diamond is built upon a deep understanding of cancer genetics, protein structure and function, and medicinal chemistry. The Company's proprietary technology platform and drug discovery engine, Mutation-Allostery-Pharmacology, or MAP, platform, is designed to allow Black Diamond to analyze population-level genetic sequencing data to identify oncogenic mutations that promote cancer across tumor types, group these mutations into families, and develop a single small molecule therapy that targets a specific family of mutations, termed a MasterKey therapy. Black Diamond was founded by David M. Epstein, Ph.D., and Elizabeth Buck, Ph.D. 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 discovery and development of MasterKey therapies. 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: the success, cost, and timing of the Company's product candidate development activities and planned IND-enabling and clinical trials, the Company's ability to execute on its strategy, regulatory developments in the United States, the Company's ability to fund operations, and the impact that the current COVID-19 pandemic will have on the Company's clinical trials and preclinical studies, supply chain, and operations, as well as those risks and uncertainties set forth in its 2020 annual report on Form 10-K filed with the United States Securities and Exchange Commission and its other 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

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