

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): April 5, 2022

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.

Resignation of Brad Bolzon

On April 5, 2022, Brad Bolzon, Ph.D. notified Black Diamond Therapeutics, Inc. (the “Company”) of his intent to resign from the Company’s Board of Directors (the “Board”), effective immediately. Dr. Bolzon’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 Wendy L. Dixon

On April 6, 2022 (the “Effective Date”), upon the recommendation of its Compensation, Nomination and Corporate Governance Committee, the Board appointed Wendy L. Dixon, Ph.D. to serve on the Board as a Class III director to hold office until the Company’s annual meeting of stockholders in 2023 or until her earlier death, resignation or removal.

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

As a non-employee director, Dr. Dixon will receive compensation, including an initial equity award for her Board service in accordance with the Company’s Second Amended and Restated Non-Employee Director Compensation Policy. Dr. Dixon 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. Dixon and any other persons pursuant to which she was selected as a director. In addition, Dr. Dixon 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 April 7, 2022, the Company issued a press release announcing the resignation of Dr. Bolzon and the appointment of Dr. Dixon 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 April 7, 2022, furnished herewith.](#)
104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

April 7, 2022

BLACK DIAMOND THERAPEUTICS, INC.

By: /s/ Brent Hatzis-Schoch

Name: Brent Hatzis-Schoch

Title: Chief Operating Officer and General Counsel



Black Diamond Therapeutics Appoints Wendy L. Dixon to its Board of Directors

CAMBRIDGE, Mass. and NEW YORK, April 7, 2022 (GLOBE NEWSWIRE) -- Black Diamond Therapeutics, Inc. (Nasdaq: BDTX), a precision oncology medicine company pioneering the discovery and development of MasterKey therapies, today announced the appointment of Wendy L. Dixon, Ph.D., to its Board of Directors (the "Board"). Additionally, Brad Bolzon, Ph.D., Chairman and Managing Director of Versant Ventures and a member of Black Diamond's Board of Directors since 2017, has resigned from the Board.

"Brad's contributions to Black Diamond over the last five years have been invaluable. He has supported the company from its founding through many stages of our development including our path to becoming a public company," said David M. Epstein, Ph.D., President and Chief Executive Officer of Black Diamond Therapeutics. "On behalf of the Board, I would like to thank Brad for his collaboration, expertise and counsel as the company has grown."

"I am thrilled to welcome Wendy to the Black Diamond Board of Directors. As the former Chief Marketing Officer of Bristol Myers Squibb and a seasoned director of public biopharmaceutical companies, Wendy's proven ability to navigate regulatory and development pathways and guide biopharmaceutical companies through various stages of growth and development will be a strong addition to our Board of Directors as the company further advances its exciting pipeline of novel MasterKey therapies," added Bob Ingram, Chairman of the Board.

Dr. Dixon has over 40 years of biopharmaceutical industry experience. Over the last four decades, she has combined her technical background and experience in drug development with leadership roles in regulatory affairs and commercial capabilities. Dr. Dixon currently serves on the Board of Directors of Alkermes plc, Incyte Corp., and Arvinas Inc. She is also the Principal of Great Meadow Consulting where she assists small- and large-cap companies with strategic planning, organizational design and talent mentoring. She previously served as the Chief Marketing Officer and President of Global Marketing at Bristol Myers Squibb for eight years and as a Senior Vice President of Marketing at Merck for five years. Prior to that, she held various executive management positions at West Pharmaceuticals, Osteotech and Centocor, as well as various positions at SmithKline and French (now GlaxoSmithKline) in marketing, regulatory affairs, project management and as a biochemist. Dr. Dixon holds a Ph.D. in Biochemistry and an M.Sc. and B.Sc. in Natural Science from the University of Cambridge.

"Black Diamond offers a unique approach to precision oncology and I am delighted to be joining the Board of Directors at this exciting time in the company's evolution," said Dr. Dixon. "Black Diamond's MasterKey therapies offer the potential to meaningfully disrupt the oncology treatment landscape, and coupled with its strong leadership team, I believe that Black Diamond is well-positioned for success. I was particularly drawn to the company's efforts to address the huge unmet medical need for new treatments for patients suffering from glioblastoma multiforme with the recently initiated clinical development of its product candidate BDTX-1535. The company has laid out clear priorities and direction for pipeline expansion and the advancement of its MasterKey therapies, and I look forward to collaborating and advising on some of these key initiatives."

About Black Diamond

Black Diamond Therapeutics is a precision oncology medicine company pioneering the development of novel MasterKey therapies. Black Diamond is addressing the significant unmet need for novel precision oncology therapies for patients with genetically defined cancers who have limited treatment options. Black Diamond is built upon a deep understanding of cancer genetics, onco-protein function, and drug discovery. The Company's proprietary Mutation-Allostery-Pharmacology, or MAP drug discovery engine, is designed to allow Black Diamond to analyze population-level genetic sequencing tumor data to predict and validate oncogenic mutations that promote cancer across tumor types as MasterKey mutations. Black Diamond discovers and develops selective MasterKey therapies against these families of oncogenic mutations. 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 development of MasterKey therapies and expansion of the Company's pipeline. 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 the Company's 2021 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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