

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): August 5, 2024

ALX ONCOLOGY HOLDINGS INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction  
of Incorporation)

001-39386

(Commission File Number)

85-0642577

(IRS Employer  
Identification No.)

323 Allerton Avenue,  
South San Francisco, California

(Address of Principal Executive Offices)

94080

(Zip Code)

Registrant's Telephone Number, Including Area Code: (650) 466-7125

N/A

(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, par value \$0.001 per share	ALXO	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 5, 2024, the Board of Directors of ALX Oncology Holdings Inc. (the “Company”) appointed Alan Sandler, M.D. to serve as a Class III director of the Board of Directors of the Company (the “Board”) for a term expiring at the 2026 annual meeting of stockholders and as a member of the Audit Committee and Compensation Committee of the Board. The appointment was made based upon the recommendation of the Corporate Governance and Nominating Committee of the Board.

Dr. Sandler, age 68, currently serves as a member of the board of directors of Elevation Oncology, Inc., a public oncology company, and a member of the Scientific Advisory Board of TOLREMO therapeutics AG, a biotechnology company. He served as Executive Vice President, Chief Medical Officer of Mirati Therapeutics, prior to and through its acquisition by Bristol Myers Squibb, from November 2022 to April 2024. Prior to joining Mirati Therapeutics, he was the President, Head of Global Development, Oncology at Zai Lab Limited, a biopharmaceutical company, from December 2020 to October 2022. Prior to that, Dr. Sandler held roles of increasing responsibility at Genentech, a biotechnology company and member of the Roche Group, from July 2013 to November 2020, culminating in his final role as Senior Vice President, Global Head of Product Development, Oncology. Prior to joining Genentech/Roche, Dr. Sandler served as Professor and Chief of Hematology/Oncology at Oregon Health and Science University and he served on the faculties of the medical schools of Indiana University and Vanderbilt University. Dr. Sandler holds an M.D. degree from Rush Medical College, a B.S. from The University of Toledo and completed his training in internal medicine and fellowship in medical oncology at Yale-New Haven Medical Center.

In accordance with the Company’s outside director compensation policy and in connection with his appointment on August 5, 2024, Dr. Sandler was automatically granted an initial award of stock options to purchase 40,400 shares of the Company’s common stock. This initial award is scheduled to vest in equal installments as to one thirty-sixth of the shares subject to the award on a monthly basis following the award’s grant date, on the same day of the month as the grant date, subject to continued services to the Company through the applicable vesting date. Dr. Sandler is also entitled to annual cash compensation and equity awards under the terms of the outside director compensation policy. In addition, the Company entered into an indemnification agreement with Dr. Sandler in the same form as the Company’s other directors.

The Board determined that Dr. Sandler qualifies as independent under the director independence standards set forth in the rules and regulations of the Securities and Exchange Commission and the applicable listing standards of The Nasdaq Stock Market and that Dr. Sandler also satisfies the additional requirements of financial literacy and audit committee independence for Audit Committee service as well as compensation committee independence for Compensation Committee service under the applicable rules and regulations of the SEC and the listing standards of The Nasdaq Stock Market.

There are no arrangements or understandings between Dr. Sandler and any other person pursuant to which he was selected to serve on the Board. There are no transactions in which the Company or any of its subsidiaries is a party and in which Dr. Sandler has a material interest subject to disclosure under Item 404(a) of Regulation S-K.

In addition, on August 5, 2024, Jaume Pons, Ph.D., and Sophia Randolph, M.D., Ph.D., resigned as members of the Company’s Board. Dr. Pons and Dr. Randolph’s resignations were to focus on their current senior leadership roles at the Company as the President and Chief Scientific Officer and Chief Medical Officer of the Company, respectively and did not result from any disagreements with the Board or the Company. In connection with the changes to the Board, the Board decreased its size to six directors.

On August 6 2024, the Company issued a press release announcing the appointment of Dr. Sandler to its Board and the other Board changes referenced above. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01 Other Events.**

As previously disclosed in connection with prior Board composition changes in April 2024, the Company notified Nasdaq that the Company was not in compliance with Nasdaq Listing Rule 5605(a)(2) regarding having a majority of independent directors on the Board subject to the automatic 180 day period within which to restore the majority of independent directors. Following the Board changes referenced above, the Board currently consists of five directors of which four are considered independent directors, which resolves any non-compliance with Nasdaq Listing Rule 5605(a)(2).

Effective as of August 5, 2024 in connection with the Board changes referenced above, the Board approved the following composition of committees of the Board:

**Audit Committee**

Rekha Hemrajani, Chair; Scott Garland; and Alan Sandler, M.D.

**Compensation Committee**

Corey Goodman, Ph.D., Chair; Scott Garland; and Alan Sandler, M.D.

**Corporate Governance and Nominating Committee**

Scott Garland, Chair; Corey Goodman, Ph.D.; and Rekha Hemrajani

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated August 6, 2024</a>
104	Cover Page Interactive Data File (formatted as Inline XBRL)

**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 thereunto duly authorized.

**ALX ONCOLOGY HOLDINGS INC.**

Date: August 6, 2024

By: /s/ Peter Garcia

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**Peter Garcia**  
**Chief Financial Officer**

### **ALX Oncology Appoints Alan Sandler, M.D., to Board of Directors**

- Dr. Sandler brings more than 30 years of experience and leadership in oncology and drug development –
- Jaume Pons, Ph.D., and Sophia Randolph, M.D., Ph.D., will leave board to focus on ALX leadership responsibilities as Company’s clinical program advances –

**SOUTH SAN FRANCISCO, Calif., August 6, 2024 (GLOBE NEWSWIRE)** – ALX Oncology Holdings Inc. (“ALX Oncology” or “the Company”) (Nasdaq: ALXO), an immuno-oncology company developing therapies that block the CD47 immune checkpoint pathway, announced today the appointment of Alan Sandler, M.D., to its Board of Directors effective August 5, 2024. Dr. Sandler is a distinguished leader in oncology and drug development with over 30 years of experience across industry and academia.

“It’s a pleasure to welcome Dr. Sandler to ALX, especially at this important time in the Company’s stage of corporate maturity and clinical development,” said Corey Goodman, Ph.D., Chairman of ALX Oncology. “With the recent data read-out of the ASPEN-06 Phase 2 clinical trial that further validates the mechanism of action of evorpaccept, having access to Alan’s expertise in oncology drug development will be invaluable to the ALX team as we advance evorpaccept into multiple late-stage clinical programs and continue R&D work to explore new indications.”

“I am excited to join the Board of Directors at ALX Oncology,” said Dr. Sandler. “The team has impressively validated evorpaccept’s mechanism of action and clinical utility as a potentially new cornerstone therapy in immuno-oncology for patients with cancer. I look forward to bringing my several decades of experience in oncology clinical development to the leadership team and fellow Board members to support ALX and evorpaccept into their next chapter.”

Dr. Sandler’s expertise spans clinical development and operations, regulatory affairs, drug safety and development strategies. He previously held the position of Executive Vice President, Chief Medical Officer at Mirati Therapeutics, prior to its acquisition by Bristol Myers Squibb. Before joining Mirati, Dr. Sandler was the President, Global Head of Development in Oncology at Zai Lab. Prior to that, he held roles of progressive responsibility at Genentech, a member of the Roche Group, where he ultimately served as Senior Vice President and Global Head, Product Development of Oncology Solid Tumors. Dr. Sandler’s academic positions include roles at Oregon Health and Science University, where he served as Professor of Medicine and Head of the Division of Hematology/Medical Oncology and Medical Lead of the Thoracic Oncology Program, and at Vanderbilt University as an Associate Professor of Medicine and Indiana University as Assistant Professor of Medicine. Dr. Sandler earned his M.D. from Rush Medical College and completed his training in internal medicine and fellowship in medical oncology at Yale-New Haven Medical Center. An active contributor to the medical field, he has co-authored over 300 publications, including peer-reviewed articles, reviews, abstracts, and book chapters.

ALX also announced that Jaume Pons, Ph.D., and Sophia Randolph, M.D., Ph.D., have resigned as members of the Company’s Board of Directors to focus on their ALX Oncology senior leadership

responsibilities as the Company's clinical program advances. Drs. Pons and Randolph will continue in their current roles as President and Chief Scientific Officer and Chief Medical Officer, respectively.

"The Board of Directors and the Company's management team would like to thank Jaume and Sophia for their meaningful guidance and insights while serving on the Board and for their continued leadership at ALX as the company steps into this next chapter of clinical development," said Dr. Goodman.

### **About ALX Oncology**

ALX Oncology is a publicly traded, clinical-stage immuno-oncology company focused on helping patients fight cancer by developing therapies that block the CD47 immune checkpoint inhibitor and bridge the innate and adaptive immune system. ALX Oncology's lead product candidate, evorpacept, is a CD47 blocking therapeutic that combines a high-affinity CD47 binding domain with an inactivated, proprietary Fc domain. To date, evorpacept has been dosed in over 500 subjects and has demonstrated promising activity and favorable tolerability profile across a range of hematologic and solid malignancies in combination with various leading anti-cancer antibodies. ALX Oncology is currently focusing on combining evorpacept with anti-cancer antibodies, antibody-drug conjugates, and PD-1/PD-L1 immune checkpoint inhibitors.

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains forward-looking statements that involve substantial risks and uncertainties. Forward-looking statements include statements regarding future results of operations and financial position, business strategy, product candidates, planned preclinical studies and clinical trials, results of clinical trials, research and development costs, regulatory approvals, timing and likelihood of success, plans and objects of management for future operations, as well as statements regarding industry trends. Such forward-looking statements are based on ALX Oncology's beliefs and assumptions and on information currently available to it on the date of this press release. Forward-looking statements may involve known and unknown risks, uncertainties and other factors that may cause ALX Oncology's actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. These and other risks are described more fully in ALX Oncology's filings with the Securities and Exchange Commission ("SEC"), including ALX Oncology's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other documents ALX Oncology files with the SEC from time to time. Except to the extent required by law, ALX Oncology undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

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