

**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): **June 15, 2020**

HOOKIPA PHARMA INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38869
(Commission
File Number)

81-5395687
(IRS Employer
Identification No.)

**350 Fifth Avenue, 72nd Floor, Suite
7240**

New York, New York
(Address of principal executive offices)

10118
(zip code)

Registrant's telephone number, including area code: **+43 1 890 63 60**

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 (see General Instructions A.2. below):

- 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	HOOK	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 Sander van Deventer

On June 15, 2020, Sander van Deventer, M.D., Ph.D. notified HOOKIPA Pharma Inc. (the “Company”) of his intent to resign from the Company’s Board of Directors (the “Board”) and from his position as member of the Audit Committee of the Board, effective as of June 16, 2020. Dr. van Deventer’s decision to resign from the Board was not the result of any dispute or disagreement with the Company or the Company’s Board on any matter relating to the operations, policies or practices of the Company.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its previously announced Annual Meeting of Stockholders (the “Annual Meeting”) on June 18, 2020, at which a quorum was present. As of April 20, 2020, the record date for the Annual Meeting, there were 21,824,990 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting. The Company’s stockholders voted on the following matters, which are described in detail in the Company’s Definitive Proxy Statement filed with the U.S. Securities and Exchange Commission on April 28, 2020: (i) to elect Joern Aldag, Jan van de Winkel and David R. Kaufman as Class I directors of the Company each to serve for a three-year term expiring at the Company’s annual meeting of stockholders in 2023 and until their successors have been elected and qualified (“Proposal 1”) and (ii) to ratify the appointment of PwC Wirtschaftsprüfung GmbH as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020 (“Proposal 2”).

The Company’s stockholders approved the Class I director nominees recommended for election in Proposal 1 at the Annual Meeting. The Company’s stockholders voted for the Class I directors as follows:

Class I Director Nominee	For	Withhold	Broker Non-Votes
Joern Aldag	13,126,298	222,396	2,831,834
Jan van de Winkel	11,023,253	2,325,441	2,831,834
David R. Kaufman	13,121,422	227,272	2,831,834

The Company’s stockholders approved Proposal 2. The votes cast at the Annual Meeting were as follows:

For	Against	Abstain
16,145,049	25,295	10,184

No other matters were submitted to or voted on by the Company’s stockholders at the Annual Meeting.

Item 8.01. Other Events.

On June 19, 2020, the Company issued a press release announcing the resignation of Sander van Deventer as a member of the Board. A copy of the press release is attached as Exhibit 99.1 to this report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release issued by HOOKIPA Pharma Inc. on June 19, 2020

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.

Date: June 19, 2020

HOOKIPA Pharma Inc.

By: /s/ Joern Aldag

Joern Aldag
Chief Executive Officer
(Principal Executive Officer)



**HOOKIPA Announces Changes to its Board of Directors –
Resignation of Sander van Deventer**

New York, US and Vienna, Austria, June 19, 2020 - HOOKIPA Pharma Inc. (NASDAQ: HOOK, 'HOOKIPA'), a company developing a new class of immunotherapeutics targeting infectious diseases and cancers based on its proprietary arenavirus platform, today announced that Dr. Sander van Deventer has resigned as a Non-Executive Director of the Company's Board of Directors and Audit Committee.

Sander van Deventer, who joined the Board of Directors in 2011, will continue to serve as a member of HOOKIPA's Scientific Advisory & Review Committee.

Dr. Jan van de Winkel, Chairman of the Board of Directors at HOOKIPA, said: "On behalf of my fellow Board members and HOOKIPA's executive team, I would like to thank Sander for his major contributions to building our company. His extensive experience and creative insights played an important part in our development and he leaves with our very best wishes for the future."

HOOKIPA's Board of Directors will now consist of 8 members, including Dr. Jan van de Winkel as Chairman, Michael A. Kelly, Dr. David R. Kaufman, Dr. Christoph Lengauer, Julie O'Neill, Graziano Seghezzi, Joern Aldag, and Reinhard Kandra.

About HOOKIPA

HOOKIPA Pharma Inc. (NASDAQ: HOOK) is a clinical stage biopharmaceutical company developing a new class of immunotherapeutics targeting infectious diseases and cancers based on its proprietary arenavirus platform that is designed to reprogram the body's immune system.

HOOKIPA's proprietary arenavirus-based technologies, VaxWave[®], a replication-deficient viral vector, and TheraT[®], a replication-attenuated viral vector, are designed to induce robust antigen specific CD8⁺ T cells and pathogen-neutralizing antibodies. Both technologies are designed to allow for repeat administration to augment and refresh immune responses. TheraT[®] has the potential to induce CD8⁺ T cell response levels previously not achieved by other immuno-therapy approaches. HOOKIPA's "off-the-shelf" viral vectors target dendritic cells in vivo to activate the immune system.

HOOKIPA's VaxWave[®]-based prophylactic Cytomegalovirus (CMV) vaccine candidate is currently in a Phase 2 clinical trial in CMV-negative patients awaiting kidney transplantation from living CMV-positive donors as well as CMV-positive patients awaiting kidney transplantation from CMV-positive or -negative donors. To expand its infectious disease portfolio, HOOKIPA has entered into a collaboration and licensing agreement with Gilead Sciences, Inc. to jointly research and develop functional cures for HIV and chronic Hepatitis B infections.

In addition, HOOKIPA is building a proprietary immuno-oncology pipeline by targeting virally mediated cancer antigens, self-antigens and next-generation antigens. The TheraT[®] based lead oncology product candidates, HB-201 and HB-202, are in development for the treatment of Human Papilloma Virus 16-positive cancers. The Phase 1/2 clinical trial for HB-201 was initiated in December 2019. The HB-202 IND application was cleared by the FDA in June 2020.

Find out more about HOOKIPA online at www.hookipapharma.com.

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