

KITE PHARMA, INC.

FORM 8-K (Current report filing)

Filed 03/16/17 for the Period Ending 03/14/17

Address	2225 COLORADO AVENUE SANTA MONICA, CA 90404
Telephone	(310) 824-9999
CIK	0001510580
Symbol	KITE
SIC Code	2836 - Biological Products, Except Diagnostic Substances
Industry	Biotechnology & Medical Research
Sector	Healthcare

**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): March 14, 2017

Kite Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36508
(Commission
File Number)

27-1524986
(I.R.S. Employer
Identification No.)

**2225 Colorado Avenue
Santa Monica, California**
(Address of principal executive offices)

90404
(Zip Code)

Registrant's telephone number, including area code: (310) 824-9999

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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective March 14, 2017, the board of directors (the “Board”) of Kite Pharma, Inc. (“Kite”), based upon a recommendation from the nominating and corporate governance committee of the Board, voted to appoint Owen N. Witte as a director of Kite. Dr. Witte will serve as a Class I director, which class will stand for re-election at the 2018 annual meeting of stockholders. The size of the Board was increased to eleven members in order to accommodate the appointment of Dr. Witte.

There are no arrangements or understandings between Dr. Witte and any other persons pursuant to which Dr. Witte was appointed a director of Kite.

As a non-employee director, Dr. Witte will participate in the non-employee director compensation arrangements approved by the Board. On March 14, 2017 (the “Grant Date”), the Board approved an initial grant to Dr. Witte of (1) a stock option to purchase 17,130 shares of Kite’s common stock with an exercise price of \$83.89, the closing price of Kite’s common stock as reported on the NASDAQ Global Select Market on the Grant Date, and (2) 4,690 restricted stock units (“RSUs”). The options and RSUs granted to Dr. Witte will be issued pursuant to Kite’s 2014 Equity Incentive Plan. The option will vest in 36 equal monthly installments on the last day of each month following the Grant Date and the RSUs will vest in 12 equal quarterly installments on the last day of each quarter following the Grant Date.

In addition, it is expected that Dr. Witte will enter into Kite’s standard form of director indemnity agreement. The form of the indemnity agreement was filed as Exhibit 10.1 to Kite’s Registration Statement on Form S-1/A filed with the Securities and Exchange Commission on June 11, 2014 (File No. 333-196081) and is incorporated herein by reference.

A press release announcing Dr. Witte’s appointment to the Board is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits* .

99.1 Press Release of Kite, dated March 16, 2017.

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.

Date: March 16, 2017

KITE PHARMA, INC.
(Registrant)

By: /s/ Paul Jenkinson
Name: Paul Jenkinson
Title: Chief Financial Officer

**Kite Announces Appointment of Renowned Cancer Researcher,
Owen N. Witte, M.D., to its Board of Directors**

SANTA MONICA, Calif., March 16, 2017 — Kite Pharma, Inc. (Nasdaq:KITE) today announced that Owen N. Witte, M.D., the founding director of the Eli and Edythe Broad Center of Regenerative Medicine and Stem Cell Research at the University of California Los Angeles (UCLA) and a renowned cancer researcher, has been appointed to its Board of Directors. Dr. Witte will continue to serve as Chair of Kite's Scientific Advisory Board (SAB) and will play a vital role advising the Board of Directors on the future of engineered cell therapy and synthetic biology.

"Owen is a brilliant scientist with a rare combination of understanding for basic research and translational medicine across academia and the biopharmaceutical industry. For well over two decades, Owen has made significant scientific discoveries resulting in medicines that have changed the course of medical history," said Arie Beldegrun, M.D., FACS, Chairman, President and Chief Executive Officer of Kite. "Owen's decades of pioneering cancer research will be invaluable as Kite rapidly accelerates new scientific programs for the next generation of engineered cell therapies. I am thrilled to have the opportunity to again work with Owen developing innovative cancer treatments for patients in need."

Dr. Witte's seminal scientific work laid the foundation for the fundamental understanding of human leukemias and epithelial cancer stem cells which propelled the development of approved targeted cancer therapies, including Gleevec® (imatinib) and Imbruvica® (ibrutinib). He will bring extensive scientific experience to the Board as Kite plans its future portfolio of chimeric antigen receptor (CAR) and T cell receptor (TCR) therapies, including allogeneic cell therapy, TCRs targeting neoantigens, and other novel TCR approaches.

"Over the past eight years and as Chair of the Scientific Advisory Board, it has been a privilege to witness Kite become a leader in the field of engineered cell therapy for the treatment of cancer," said Dr. Witte. "I am honored and excited to bring my scientific perspective to the Board during this transformational time for the Company and for the field. I look forward to continuing in my role as Chair of the SAB, and contributing to the continued development and advancement of Kite's industry-leading pipeline of CAR and TCR therapies."

Dr. Witte is a member of the National Academy of Sciences, the American Academy of Arts and Sciences, and the National Academy of Medicine. In 2015, he was re-appointed by former President Barack Obama to serve for a second term on the President's Cancer Panel, which monitors the development and execution of the National Cancer Program. Dr. Witte has received many awards for his research, including most recently, in 2016, the AAMC Award for Distinguished Research in Biomedical Sciences as well as the Stanford Medical School Kornberg-Berg Lifetime Achievement Award in Biosciences.

Dr. Witte joined the UCLA faculty in 1980, where he is presently a University Professor of Microbiology, Immunology and Molecular Genetics, and Molecular and Medical Pharmacology, holding the President's Chair in Developmental Immunology at UCLA's David Geffen School of Medicine. For 30 years, until 2016, he was also an Investigator of the Howard Hughes Medical Institute. Prior to UCLA, Dr. Witte completed his postdoctoral research at Massachusetts Institute of Technology Center for Cancer Research, working in the lab of Nobel Laureate, David Baltimore, Ph.D. He also completed pre-doctoral research training in the lab of Irving Weissman, M.D. while a medical student at Stanford University. Dr. Witte received his Bachelor of Science Degree with highest honors in microbiology from Cornell University and his Medical Degree from Stanford University.

About Kite

Kite is a biopharmaceutical company engaged in the development of innovative cancer immunotherapies with a goal of providing rapid, long-term durable response and eliminating the burden of chronic care. The company is focused on chimeric antigen receptor (CAR) and T cell receptor (TCR) engineered cell therapies designed to empower the immune system's ability to recognize and kill tumors. Kite is based in Santa Monica, CA. For more information on Kite, please visit www.kitepharma.com. Sign up to follow @KitePharma on Twitter at www.twitter.com/kitepharma.

Cautionary Note on Forward-Looking Statements

This press release contains forward-looking statements for purposes of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The press release may, in some cases, use terms such as "predicts," "believes," "potential," "proposed," "continue," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should" or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Forward-looking statements include statements regarding intentions, beliefs, projections, outlook, analyses or current expectations concerning, among other things: the ability of Kite to rapidly accelerate scientific programs for the next generation of engineered cell therapies and the success of such programs. Various factors may cause differences between Kite's expectations and actual results as discussed in greater detail in Kite's filings with the Securities and Exchange Commission, including without limitation in its Form 10-K for the year ended December 31, 2016. Any forward-looking statements that are made in this press release speak only as of the date of this press release. Kite assumes no obligation to update the forward-looking statements whether as a result of new information, future events or otherwise, after the date of this press release.

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