

**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): January 20, 2021 (January 19, 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

139 Main Street
Cambridge, MA 02142
(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, \$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.

Appointment of Dr. Kapil Dhingra as Director

On January 19, 2021, 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 Kapil Dhingra 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 his earlier death, resignation or removal.

In connection with Dr. Dhingra’s appointment to the Board, the Board considered Dr. Dhingra’s existing relationship with the Company, including his ongoing consulting agreement described below, and determined that Dr. Dhingra is not independent under the listing standards of the Nasdaq Stock Market LLC. Dr. Dhingra was not appointed to serve on any committees at this time.

As a non-employee director, Dr. Dhingra will receive compensation, including an initial equity award for his Board service in accordance with the Company’s Amended and Restated Non-Employee Director Compensation Policy. There are no arrangements or understandings between Dr. Dhingra and any other persons pursuant to which he was selected as a director. In addition, Dr. Dhingra 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.

Consulting Agreement with KAPital Consulting, LLC

The Company entered into a consulting agreement with KAPital Consulting, LLC (“KAPital”), dated as of July 1, 2017, as amended on January 1, 2020 (as amended, the “Consulting Agreement”), pursuant to which Dr. Dhingra, as the Managing Member of KAPital, provides certain consulting, advisory and other mutually agreed upon services to the Company from time to time, not to exceed eight (8) days per year. Dr. Dhingra is entitled to receive an annual retainer of \$50,000, to be paid in equal quarterly installments and prorated for any partial period, in connection with the services provided pursuant to the Consulting Agreement. Following an initial two-year term, the Consulting Agreement may be automatically renewed for successive one-year periods, unless either party provides written notice to the other at least ninety (90) days prior to the end of the then-current one-year period that such party declines to renew the Consulting Agreement. The Consulting Agreement contains other customary terms and conditions.

On January 20, 2021, the Company issued a press release announcing Dr. Dhingra’s appointment to the Board. A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Black Diamond Therapeutics, Inc. on January 20, 2021.

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.

Black Diamond Therapeutics, Inc.

Date: January 20, 2021

By: /s/ Thomas Leggett
Thomas Leggett
Chief Financial Officer and Principal Financial Officer



Black Diamond Therapeutics Announces Appointment of Oncology Clinical Development Veteran Dr. Kapil Dhingra to Board of Directors

CAMBRIDGE, Mass. and NEW YORK, January 20, 2021 – Black Diamond Therapeutics, Inc. (Nasdaq: BDTX), a precision oncology medicine company pioneering the discovery and development of small molecule, tumor-agnostic therapies, today announced the appointment of Dr. Kapil Dhingra to its Board of Directors. Dr. Dhingra has more than 30 years’ experience in oncology clinical research and drug development, including as Vice President, Head of the Oncology Disease Biology Leadership Team and Head of Oncology Clinical Development at Hoffmann-La Roche (“Roche”). He has served as a clinical and strategic advisor to Black Diamond since 2017.

“I am delighted to welcome Kapil to the Black Diamond Board of Directors,” said Robert A. Ingram, Chairman of the Board of Directors of Black Diamond Therapeutics. “Kapil brings substantial oncology drug development experience, and his insights and perspectives will be of tremendous benefit as Black Diamond pursues its vision of becoming a leader in the field of precision medicine.”

“We are excited to welcome Kapil to our Board at this important time for Black Diamond,” said David M. Epstein, Ph.D., President and Chief Executive Officer of Black Diamond Therapeutics. “Kapil is a recognized leader in the biopharmaceutical industry and has been an important advisor to the Company for several years. His clinical development expertise will be critical as we advance BDTX-189, BDTX-1535, and our broader pipeline of MasterKey inhibitor product candidates through clinical development.”

“Black Diamond has the potential to transform the landscape of oncology therapeutics, and I am thrilled to join Black Diamond’s Board,” said Dr. Dhingra. “I look forward to working alongside my fellow Board members and Black Diamond’s dynamic leadership team to advance innovative precision oncology solutions for patients who lack sufficient targeted treatment options.”

Dr. Dhingra is an accomplished medical oncologist and pharmaceutical executive with a proven track record in academic research, patient care, and drug development. From 1999 to 2008, Dr. Dhingra served at Roche, including as Vice President, Head of the Oncology Disease Biology Leadership Team and Head of Oncology Clinical Development, during which he led numerous drug approvals, including Herceptin®, Tarceva®, and Avastin®. Prior to joining Roche, he worked in the oncology clinical development group at Eli Lilly and Company.



Dr. Dhingra has served as a faculty member at The University of Texas M.D. Anderson Cancer Center, Indiana University School of Medicine, and Memorial Sloan Kettering Cancer Center. Dr. Dhingra is currently a member of the Boards of Directors of Replimune, Inc., Five Prime Therapeutics, Inc., Autolus Therapeutics plc, and Median Technologies, and he has previously served on the boards of several biotech companies acquired by major pharmaceutical companies. Dr. Dhingra founded KAPital Consulting, LLC in 2008, a company dedicated to helping biotechnology, pharmaceutical and diagnostic companies realize the clinical and commercial advances in oncology. Dr. Dhingra obtained his M.B.B.S. degree from the All India Institute of Medical Sciences in New Delhi, India. He completed his residency in internal medicine at Lincoln Medical and Mental Health Center and New York Medical College and completed his fellowship in hematology and oncology at Emory University School of Medicine.

About Black Diamond Therapeutics

Black Diamond Therapeutics is a precision oncology medicine company pioneering the discovery of small molecule, tumor-agnostic 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, Mutation-Allostery-Pharmacology (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 in a tumor-agnostic manner that targets a specific family of mutations. Black Diamond was founded by David M. Epstein, Ph.D. and Elizabeth Buck, Ph.D., and, beginning in 2017, together with Versant Ventures, began building the MAP platform and chemistry discovery engine. 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 future plans or expectations for the Mutation-Allostery-Pharmacology platform, including the potential of the Company's strategy and product candidates, and the continued development and advancement of the Company's pipeline, including BDTX-189, BDTX-1535 and early-stage pipeline programs. 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 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, supply chain, and operations, as well as those risks and uncertainties set forth in its 2019 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.

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