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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 OR 15 (d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 3, 2021**

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**SESEN BIO, INC.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36296**  
(Commission  
File Number)

**26-2025616**  
(I.R.S. Employer  
Identification No.)

**245 First Street, Suite 1800**  
**Cambridge, MA**  
(Address of principal executive offices)

**02142**  
(Zip Code)

**Registrant's telephone number, including area code: (617) 444-8550**

**Not Applicable**  
(Former name or former address, if changed since last report.)

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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:

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- 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))

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	SESN	The Nasdaq Stock Market LLC

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.**

At the 2021 Annual Meeting of Stockholders (the “Annual Meeting”) of Sesen Bio, Inc. (the “Company”) held on May 3, 2021, the Company’s stockholders approved Amendment No. 2 to the Company’s 2014 Stock Incentive Plan (the “2014 Incentive Plan”) in order to increase the number of shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), reserved for issuance under the 2014 Incentive Plan by 12,000,000 shares of Common Stock.

Also at the Annual Meeting, the Company’s stockholders approved Amendment No. 1 to the Company’s 2014 Employee Stock Purchase Plan (the “2014 ESPP”) in order to increase the number of shares of Common Stock reserved for issuance under the 2014 ESPP by 2,300,000 shares of Common Stock.

The material terms and conditions of the 2014 Incentive Plan, as amended, and 2014 ESPP, as amended, are set forth in the Company’s [Definitive Proxy Statement on Schedule 14A](#) for the Annual Meeting filed with the Securities and Exchange Commission on March 25, 2021 (the “Proxy Statement”). Those summaries and the above descriptions of Amendment No. 2 the 2014 Incentive Plan and Amendment No. 1 to the 2014 ESPP do not purport to be complete and are qualified in their entirety by reference to the full text of Amendment No. 2 to the 2014 Incentive Plan and Amendment No. 1 to the 2014 ESPP, which are filed as Exhibits 10.1 and 10.2, respectively, to this Current Report on Form 8-K and incorporated herein by reference.

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

At the Annual Meeting, the Company’s stockholders voted on the matters set forth below:

- a) Each of the following nominees was elected to the Company’s Board of Directors (the “Board”) as a class I director, for a three-year term ending at the annual meeting of stockholders to be held in 2024 and until his or her respective successor has been duly elected and qualified, and received the number of votes as follows:

<b>Name</b>	<b>Votes For</b>	<b>Votes Against</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Thomas R. Cannell D.V.M.	72,726,143	0	9,045,569	33,686,305
Carrie L. Bourdow	61,226,353	0	20,545,358	33,686,305

- b) The proposal to approve an amendment to the Company’s Restated Certificate of Incorporation to increase the number of authorized shares of common stock from 200,000,000 to 400,000,000 was approved based on the following number of votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
91,534,942	23,374,976	548,099	0

- c) The proposal to approve an amendment to the 2014 Stock Incentive Plan to increase the number of shares of common stock reserved for issuance under the 2014 Incentive Plan by 12,000,000 shares of common stock was approved based on the following number of votes:

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
64,346,575	16,589,667	835,469	33,686,305

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d) The proposal to approve an amendment to the 2014 ESPP to increase the number of shares of common stock reserved for issuance under the 2014 ESPP by 2,300,000 shares of common stock was approved based on the following number of votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
68,786,468	12,416,329	568,914	33,686,305

e) The proposal to ratify the selection of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2021 was approved based on the following number of votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
113,097,120	1,261,302	1,099,595	0

f) The proposal to approve, on a non-binding advisory basis, the compensation of the Company's named executive officers as disclosed in the Proxy Statement was approved based on the following number of votes:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
69,169,784	10,371,011	2,230,917	33,686,305

Item 9.01 – Submission of Matters to a Vote of Security Holders.

(d) Exhibits

**Exhibit No.**   **Description**

- 10.1 [Amendment No. 2 to the Sesen Bio, Inc. 2014 Stock Incentive Plan](#)
- 10.2 [Amendment No. 1 to the Sesen Bio, Inc. 2014 Employee Stock Purchase Plan](#)
- 104 Cover Page Interactive Data File (the cover page XBRL tags are embedded in the Inline XBRL document)

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**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: May 3, 2021

Sesen Bio, Inc.

By: /s/ Thomas R. Cannell, D.V.M.  
Thomas R. Cannell, D.V.M.  
President and Chief Executive Officer

AMENDMENT NO. 2 TO THE  
SESEN BIO, INC.  
2014 STOCK INCENTIVE PLAN

WHEREAS, Sesen Bio, Inc. (the “Company”) maintains the Sesen Bio, Inc. 2014 Stock Incentive Plan (the “Plan”);

WHEREAS, pursuant to Section 11(d) of the Plan, the Board of Directors of the Company (the “Board”) may amend the Plan at any time; provided that amendments to the Plan must be approved by the Company’s stockholders if and to the extent required by the rules of the Nasdaq Stock Market (“Stockholder Approval”);

WHEREAS, the Board desires to increase the number of shares of the Company’s common stock, \$0.001 par value per share reserved for issuance under the Plan by 12,000,000 shares (the “Share Increase”);

WHEREAS, pursuant to Section 11(d) of the Plan, in order to effect the Share Increase, Stockholder Approval must be obtained;

WHEREAS, the Board desires to amend the Plan to provide for the Share Increase as set forth in this amendment to the Plan (this “Amendment”), effective upon receipt of the Stockholder Approval; and

WHEREAS, capitalized terms used in this Amendment but not defined herein shall have the meaning given to them in the Plan.

NOW, THEREFORE, the Board hereby amends the Plan, effective upon receipt of the Stockholder Approval, as follows:

1. Section 4(a)(1)(i) of the Plan is amended and restated as follows:

“25,313,283 shares of Common Stock; plus”

2. Except as specifically provided in and modified by this Amendment, the Plan is in all other respects hereby ratified and confirmed and references to the Plan shall be deemed to refer to the Plan as modified by this Amendment, effective upon receipt of the Stockholder Approval.

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This Amendment to the Sesen Bio, Inc. 2014 Stock Incentive Plan was duly approved by the Board of Directors of the Company on March 12, 2021, subject to the approval of the Amendment by the stockholders of the Company.

/s/ Mark R. Sullivan

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General Counsel and Corporate Secretary



AMENDMENT NO. 1 TO THE  
SESEN BIO, INC.  
2014 EMPLOYEE STOCK PURCHASE PLAN

WHEREAS, Sesen Bio, Inc. (the “Company”) maintains the Sesen Bio, Inc. 2014 Stock Employee Purchase Plan (the “Plan”);

WHEREAS, pursuant to Section 16 of the Plan, the Board of Directors of the Company (the “Board”) may amend the Plan at any time; provided that amendments to the Plan must be approved by the Company’s stockholders if and to the extent required by the rules of the Nasdaq Stock Market (“Stockholder Approval”);

WHEREAS, the Board desires to increase the number of shares of the Company’s common stock, \$0.001 par value per share reserved for issuance under the Plan by 2,300,000 shares (the “Share Increase”);

WHEREAS, pursuant to Section 16 of the Plan, in order to effect the Share Increase, Stockholder Approval must be obtained;

WHEREAS, the Board desires to amend the Plan to provide for the Share Increase as set forth in this amendment to the Plan (this “Amendment”), effective upon receipt of the Stockholder Approval; and

WHEREAS, capitalized terms used in this Amendment but not defined herein shall have the meaning given to them in the Plan.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby approves, subject to the Stockholder Approval, the Share Increase; and be it further

RESOLVED, that the Board hereby amends the Plan, subject to the Stockholder Approval, as follows:

1. The Preamble of the Plan is amended and restated as follows:

“The purpose of this Plan is to provide eligible employees of Sesen Bio, Inc. (the “Company”) and certain of its subsidiaries with opportunities to purchase shares of the Company’s common stock, \$0.001 par value (the “Common Stock”), commencing at such time as the Board of Directors of the Company (the “Board”) shall determine. Subject to adjustment under Section 15 hereof, the number of shares of Common Stock that have been approved for this purpose is 3,300,000 shares of Common Stock.”

2. Except as specifically provided in and modified by this Amendment, the Plan is in all other respects hereby ratified and confirmed and references to the Plan shall be deemed to refer to the Plan as modified by this Amendment, effective upon receipt of the Stockholder Approval.

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This Amendment to the Sesen Bio, Inc. 2014 Employee Stock Purchase Plan was duly approved by the Board of Directors of the Company on March 12, 2021, subject to the approval of the Amendment by the stockholders of the Company.

/s/ Mark R. Sullivan

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General Counsel and Corporate Secretary

