
**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): November 14, 2017

Molecular Templates, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-32979
(Commission
File Number)

94-3409596
(IRS Employer
Identification No.)

9301 Amberglen Blvd, Suite 100
Austin, TX
(Address of principal executive offices)

78729
(Zip Code)

Registrant's telephone number, including area code: (512) 869-1555

(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 obligations 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))

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.

(c), (e) Appointment of Certain Officers

On November 13, 2017, Molecular Templates, Inc. (the “Company”) appointed Adam Cutler as Chief Financial Officer and Treasurer and he will become the Company’s principal financial and accounting officer effective following the filing by the Company of its Quarterly Report on Form 10-Q for the quarter ended September 30, 2017.

Mr. Cutler, 43, joins the Company from Arbutus Biopharma, where he was Senior Vice President of Corporate Affairs, responsible for designing and executing Investor Relations programs. From 2012-2015, Mr. Cutler was a Managing Director for The Trout Group, where he advised public and private life science companies on investor relations and capital raising strategies. From 2011-2012, Mr. Cutler was Director and Senior Biotechnology Analyst for Credit Suisse, where he led the small and mid-cap biotechnology equity research team. Prior to that, he was Managing Director and Senior Biotechnology Analyst for Canaccord Genuity. Prior to Canaccord Genuity he held Biotechnology Analyst positions at JMP Securities LLC and at Bank of America Merrill Lynch (f/k/a Bank of America Securities). He also served as an Analyst in the Life Sciences Strategy & Market Assessments division of The Frankel Group and prior to that was a Consultant for Ernst & Young LLP for their Hospital, Healthcare, and Payor clients. Mr. Cutler currently serves on the Board of Directors for Inmed Pharmaceuticals, a preclinical stage biopharmaceutical company specializing in the research and development of novel, cannabinoid-based prescription drug therapies utilizing novel drug delivery systems, and serves as a Corporate Development Consultant for Roivant Sciences. He earned his Bachelor of Arts degree in Economics, with a minor in Law, Medicine, and Health Policy from Brandeis University.

Mr. Cutler’s employment agreement provides for an initial base salary of \$380,000, and he is eligible to receive a target discretionary annual bonus of 35% of his base salary, which will be prorated for the remainder of 2017. Mr. Cutler’s employment agreement provides for “at will” employment however, in the event that his employment is terminated by the Company for any reason other than for “cause” or by Mr. Cutler for “good reason” (each as defined in his employment agreement), subject to the execution and effectiveness of a separation agreement and release, he will be entitled to receive as severance (i) 100% of his base salary, as then in effect, for a period of nine months from the date of such termination, to be paid periodically in accordance with the Company’s normal payroll practices, (ii) a prorated annual target bonus for the year of termination, (iii) 9 months payment of COBRA for continued health care benefits, and (iv) full acceleration of the vesting of all then outstanding equity awards. In the event that Mr. Cutler’s employment is terminated by the Company for any reason other than for “cause” or by Mr. Cutler for “good reason” three months prior or twelve months following a change in control, subject to the execution and effectiveness of a separation agreement and release, he will be entitled to receive as severance (i) a lump sum payment equal to his base salary, as then in effect, (ii) an annual target bonus for the year of termination, and (iii) full acceleration of the vesting of all time-based outstanding equity awards.

In connection with his appointment, Mr. Cutler will receive a signing bonus of \$100,000, \$50,000 of which will be paid on commencement of employment and the remaining \$50,000 to be paid on his six month anniversary of employment with such bonus to be repaid to the Company if Mr. Cutler leaves the Company other than for good reason within 12 months of his commencement of employment. In addition, on the date of commencement of employment Mr. Cutler will receive a stock option to purchase 225,000 shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), at a purchase price equal to the fair market value of the Common Stock on the date of grant. The stock options will have a ten year term and will vest as to 25% of the shares on the first anniversary of the commencement of Mr. Cutler’s employment with the Company, and as to the remaining shares in equal monthly installments over the subsequent thirty-six (36) months.

The foregoing description of Mr. Cutler’s employment agreement is not complete and is subject to and qualified in its entirety by reference to the employment agreement, a copy of which will be filed as an exhibit to the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2017.

There are no transactions to which the Company is a party and in which Mr. Cutler has a material interest that are required to be disclosed under Item 404(a) of Regulation S-K. Mr. Cutler has not previously held any positions with the Company and has no family relationship with any directors or executive officers of the Company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	PressRelease dated November 14, 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.

Molecular Templates, Inc.

Dated: November 14, 2017

By: /s/ Eric E. Poma, Ph.D.

Name: Eric E. Poma, Ph.D.

Title: Chief Executive Officer



Molecular Templates Strengthens Management Team with Appointment of Adam Cutler as Chief Financial Officer

Company Also Added Key Members to the Senior Management Team

- *Barbara Ruskin J.D. Ph.D. Appointed SVP, General Counsel and Chief Patent Officer*
- *Nenad Sarapa M.D. M.S. Appointed SVP of Clinical Development*
- *Conrad Jordaan Appointed SVP of Finance and Corporate Controller*

AUSTIN, Texas – November 14, 2017 — Molecular Templates, Inc., (Nasdaq: MTEM) a clinical stage biopharmaceutical company focused on the discovery and development of Engineered Toxin Bodies (ETBs), today announced the appointment of Adam Cutler as Chief Financial Officer, effective Monday, November 13, 2017. Mr. Cutler will report to Eric E. Poma, Ph.D., Chief Executive and Chief Scientific Officer of Molecular Templates, and will be responsible for all corporate finance, accounting, and investor relations activities.

“Adam’s corporate biotechnology experience and knowledge of the industry as well as his investment banking experience will be of great value to Molecular Templates,” said Eric Poma, Ph.D., Chief Executive and Chief Scientific Officer of Molecular Templates. “We are very fortunate to have someone of his caliber and record of achievement join our team and we look forward to the strategic insights and contributions he will make.”

“I am excited to join Molecular Templates at this important time for the company,” said Adam Cutler, Molecular Templates’ newly appointed Chief Financial Officer. “Molecular Templates is developing an entirely new class of anti-cancer therapeutics, based on its proprietary ETBs technology, that possess differentiated mechanisms of action in oncology.”

“I am also pleased to announce three key additions to the management team. Dr. Barbara Ruskin is our new General Counsel and Chief Patent Officer, Dr. Nenad Sarapa is our Senior Vice President of Clinical Development, and Conrad Jordaan is our Senior Vice President of Finance and Corporate Controller. I am looking forward to all of their contributions to the growth and success of Molecular Templates, and welcome them to the team,” added Dr. Poma.

Adam Cutler is a biotechnology executive with over 20 years of experience in equity research, investor relations, capital markets advisory, business development, finance, and management consulting. Prior to joining Molecular Templates, he was Senior Vice President of Corporate Affairs for Arbutus Biopharma, responsible for designing and executing investor relations programs as well as contributing to the company’s business development and corporate finance efforts. From 2012-2015, he was a Managing Director for The Trout Group LLC and Trout Capital LLC, where he executed financings and advised public and private life science companies on investor relations and capital raising strategies. From 2011-2012, he was Director and Senior Biotechnology Analyst for Credit Suisse, where he led the small and mid-cap biotechnology equity research team. From 2007-2011, he was Managing Director and Senior Biotechnology Analyst for Canaccord Genuity. Prior to that, he held Biotechnology Analyst



positions at JMP Securities LLC and at Bank of America Merrill Lynch (f/k/a Bank of America Securities). He also worked in healthcare consulting as an Analyst at The Frankel Group and a Consultant for Ernst & Young LLP. He currently serves on the Board of Directors for Inmed Pharmaceuticals. He earned his Bachelor of Arts degree in Economics from Brandeis University.

Barbara Ruskin J.D. Ph.D. joined Molecular Templates in 2017 as SVP, General Counsel and Chief Patent Officer. Previously from 2015 to 2016, she served as SVP, General Counsel of Bionor Pharma and since May 2012 as President of BA Ruskin Law LLC where she advised biotechnology and pharmaceutical companies in worldwide patent portfolio management, litigation strategies, corporate transactions and due diligence. Barbara was a Partner at Ropes & Gray LLP in New York City from 2005 to 2012 and an Associate at Fish & Neave LLP from 1999 to 2005. She holds a J.D. from Fordham University School of Law, a Ph.D. in Biochemistry and Molecular Biology from Harvard University and a B.A. in Biochemistry from the University of California, Berkeley. She is admitted to practice law in New York State and is a registered U.S. patent attorney.

Nenad Sarapa, M.D. M.S. joined Molecular Templates in 2017 as SVP, Clinical Development. He has more than 22 years of experience in clinical research and development of novel oncology, anti-inflammatory and anti-infective agents, including small molecules, monoclonal antibodies, antibody-drug conjugates and antisense oligo therapeutics. Before joining Molecular Templates, beginning in 2013 he was Senior Director of Translational Medicine, Oncology, for Bayer Pharmaceuticals. From 2009 to 2012, Dr. Sarapa was Head of Clinical Pharmacology, Oncology for Hoffman-La Roche. Prior to that, he served as a group manager, project leader and clinical research physician in early clinical development for Johnson & Johnson from 2007 to 2009, Daiichi Sankyo, Inc. from 2005 to 2007, Pfizer, Inc. from 1999 to 2005, and GlaxoWellcome from 1995 to 1999. Dr. Sarapa earned his MD with a Fellowship in General Medicine and Clinical Pharmacology from the Medical School at the University of Zagreb, Croatia.

Conrad Jordaan joined Molecular Templates in 2017 as SVP, Finance and Corporate Controller. He has more than 20 years of experience in accounting and finance. Before joining Molecular Templates and since 2014 he was the Corporate Controller at Cytokinetics. Prior to that, from 2011 to 2014 he was the Director, SEC Reporting and Technical Accounting at Onyx Pharmaceuticals. From 2010 to 2011, he was Associate Director, Financial Reporting and Treasury at Savient Pharmaceuticals. Prior to that, he spent 12 years with Ernst & Young in a variety of roles, most recently as Senior Manager in New Jersey from 2002 to 2009, and in Johannesburg, South Africa from 1995 to 2001; and as Senior Auditor with the National Audit Office in London, United Kingdom from 2001 to 2002. Mr. Jordaan earned an MBA in Finance and Global Business from the Leonard N. Stern School of Business, an Honours Bachelor of Accounting Science from the University of South Africa, and a Baccalaureus Commercii in Accounting from the University of Johannesburg.

About Molecular Templates

Molecular Templates is focused on the discovery, development and commercialization of next-generation immunotoxins called Engineered Toxin Bodies (ETBs) for the treatment of cancers and other serious diseases. ETBs can induce internalization of normally non-internalizing receptors and possess the additional property of a unique cell killing mechanism. For additional information, please visit Molecular Templates' website at www.mtem.com.



Forward-Looking Statements

This press release contains forward-looking statements for purposes of the Private Securities Litigation Reform Act of 1995 (the "Act"). Molecular Templates disclaims any intent or obligation to update these forward-looking statements, and claims the protection of the Act's Safe Harbor for forward-looking statements. All statements, other than statements of historical facts, included in this press release regarding strategy, future operations, future financial position, future revenue, projected expenses, prospects, plans and objectives of management are forward-looking statements. In addition, when or if used in this press release, the words "may," "could," "should," "anticipate," "believe," "estimate," "expect," "intend," "plan," "predict" and similar expressions and their variants, as they relate to Molecular Templates may identify forward-looking statements. Examples of such statements include, but are not limited to the Company's belief that its proprietary biologic drug platform technology, or ETBs, provides for a mechanism of action for the treatment of cancer and other serious diseases.

Forward-looking statements are not guarantees of future performance and involve risks and uncertainties. Actual events or results may differ materially from those discussed in the forward-looking statements as a result of various factors. For a more detailed discussion of the potential risks and uncertainties that may impact their accuracy, see the "Risk Factors" sections in Molecular Templates' filings with the Securities and Exchange Commission. Given these risks, uncertainties and other factors, you should not place undue reliance on these forward-looking statements. Also, these forward-looking statements reflect our view only as of the date of this press release. We hereby qualify our forward-looking statements by our cautionary statements. Except as required by law, we assume no obligation to update these forward-looking statements publicly, or to update the reasons that actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

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