

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, 2020**

TRACON Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-36818

(Commission File Number)

34-2037594

(IRS Employer Identification No.)

**4350 La Jolla Village Drive, Suite 800
San Diego, California**

(Address of principal executive offices)

92122

(Zip Code)

Registrant's telephone number, including area code: (858) 550-0780

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 Securities Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	TCON	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.**

(d)

On March 14, 2020, the Board of Directors (the “Board”) of TRACON Pharmaceuticals, Inc. (the “Company”) appointed Sandra Pelletier as a director of the Company. Ms. Pelletier will serve as a Class I director, with an initial term expiring at the Company’s 2022 Annual Meeting of Stockholders. Ms. Pelletier will not initially serve on any committees of the Board.

Ms. Pelletier has served as Chief Executive Officer of Evofem Biosciences, Inc. (Nasdaq: EVFM), a clinical-stage biopharmaceutical company focused on women’s sexual and reproductive health, since February 2013. From 2009 to 2016, Ms. Pelletier was the founding Chief Executive Officer of WomanCare Global International, an international non-profit organization focused on empowering, educating and enabling women and girls to make informed choices about their health. Earlier in her career, Ms. Pelletier served as Corporate Vice President and Global Franchise Leader for G.D. Searle, where she managed a \$250 million business unit focused on women’s healthcare. Among her many honors, Ms. Pelletier was named *San Diego Business Journal’s* 2019 Businesswoman of the Year.

Pursuant to the Company’s non-employee director compensation policy and under the Company’s 2015 Equity Incentive Plan, Ms. Pelletier was granted a nonstatutory stock option to purchase 6,000 shares of the Company’s common stock in connection with her appointment to the Board, at an exercise price equal to \$1.12, the closing market price per share of the Company’s common stock on the Nasdaq Capital Market on the date of grant, subject to vesting in three equal annual installments measured from the date of grant. Ms. Pelletier will also receive an annual cash retainer totaling \$35,000 for her Board service, which is payable quarterly. The Company also entered into its standard form of indemnification agreement for directors and officers with Ms. Pelletier, which was filed as Exhibit 10.1 to the Company’s Annual Report on Form 10-K, filed with the Securities and Exchange Commission on February 28, 2020. The Company is not aware of any transaction involving Ms. Pelletier requiring disclosure under Item 404(a) of Regulation S-K.

Item 8.01 **Other Events**

On March 19, 2020, the Company issued a press release announcing the appointment of Ms. Pelletier to the Board. A copy of this press release is furnished as Exhibit 99.1 hereto.

Item 9.01. **Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
99.1	TRACON Pharmaceuticals, Inc. press release dated March 19, 2020.

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.

TRACON Pharmaceuticals, Inc.

Dated: March 19, 2020

By: /s/ Charles P. Theuer, M.D., Ph.D.
Charles P. Theuer, M.D., Ph.D.
President and Chief Executive Officer



TRACON Pharmaceuticals Announces Appointment of Sandra Pelletier to Board of Directors

San Diego, CA – March 19, 2020 TRACON Pharmaceuticals (NASDAQ:TCON), a clinical stage biopharmaceutical company focused on the development and commercialization of novel targeted therapeutics for cancer and utilizing a product development platform to partner with ex-U.S. companies to develop and commercialize innovative products in the U.S., announced today the appointment of Sandra Pelletier, Chief Executive Officer, President and Executive Director of Evofem Biosciences, Inc., to its Board of Directors.

“We are very pleased to welcome Sandra to the TRACON Board,” said Dr. Charles Theuer, President and Chief Executive Officer of TRACON. “Her strong track record of successful strategic, operational and financial management, combined with her vast commercial experience will be invaluable to TRACON as we execute on our plan to complete clinical development and commercialize envafolimab in the United States by 2023.”

Ms. Pelletier brings more than two decades of broad executive leadership experience to TRACON, including an outstanding track record leading multiple successful product launches, expanding commercial capabilities in ex-U.S. markets and advocating for women’s health. She is currently Chief Executive Officer, President and Executive Director of Evofem Biosciences, Inc. (NASDAQ:EVMF), a clinical-stage biopharmaceutical company focused on women’s sexual and reproductive health, where she is leading the Company’s effort to bring Phexxi™, a new, non-hormonal contraceptive candidate, to women. Among her many honors, Ms. Pelletier was named *San Diego Business Journal's* 2019 Businesswoman of the Year.

“TRACON has a first-class management team, an efficient platform to conduct global clinical trials, and a promising drug candidate with near-term commercial potential in envafolimab,” said Ms. Pelletier. “As a cancer survivor and woman’s health advocate, I am thrilled to support TRACON’s mission and help advance its broad oncology pipeline, which has the potential to address significant unmet needs across multiple tumor types.”

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About TRACON

TRACON develops targeted therapies for cancer utilizing a capital efficient product development platform. The Company's clinical-stage pipeline includes: Envafolimab, a subcutaneous PD-L1 single-domain antibody being developed for the treatment of sarcoma; TRC102, a small molecule drug being developed for the treatment of lung cancer; TRC253, a small molecule drug being developed for the treatment of prostate cancer; and TJ004309, a CD73 antibody being developed for the treatment of advanced solid tumors. TRACON is actively seeking additional corporate partnerships whereby it leads regulatory and clinical development and shares in the cost and risk of clinical development and leads U.S. commercialization. In these partnerships TRACON believes it can serve as a solution for companies without clinical and commercial capabilities in the U.S. To learn more about TRACON and its product candidates, visit TRACON's website at www.traconpharma.com.

Forward-Looking Statements

Statements made 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 TRACON's plans to further develop product candidates, expectations regarding the timing and scope of clinical trials, and availability of clinical data, expected development and regulatory milestones and timing thereof, potential utility of product candidates, and TRACON's business development and commercialization strategy and goals. Risks that could cause actual results to differ from those expressed in these forward-looking statements include: risks associated with clinical development; whether TRACON or others will be able to complete or initiate clinical trials on expected timelines, if at all; potential guidance from the FDA regarding clinical development plans that is inconsistent with TRACON's expectations; the fact that future preclinical studies and clinical trials may not be successful or otherwise consistent with results from prior studies; the fact that TRACON has limited control over whether or when third party collaborators complete on-going trials, initiate additional trials or seek regulatory approval of product candidates; the fact that TRACON's collaboration agreements are subject to early termination; whether TRACON will be able to enter into additional collaboration agreements on favorable terms or at all; potential changes in regulatory requirements in the United States and foreign countries; TRACON's reliance on third parties for the development of its product candidates, including the conduct of its clinical trials and manufacture of its product candidates; whether TRACON will be able to obtain additional financing; and other risks described in TRACON's filings with the Securities and Exchange Commission under the heading "Risk Factors". All forward-looking statements contained in this press release speak only as of the date on which they were made and are based on management's assumptions and estimates as of such date. TRACON 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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