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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): December 19, 2022 (December 14, 2022)**

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**IKENA ONCOLOGY, INC.**

(Exact name of registrant as specified in its charter)

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

**001-40287**  
(Commission  
File Number)

**81-1697316**  
(I.R.S. Employer  
Identification No.)

**Ikena Oncology, Inc.**  
**645 Summer Street, Suite 101**  
**Boston, Massachusetts 02210**  
(Address of principal executive offices, including zip code)

**(857) 273-8343**  
(Registrant's telephone number, including area code)

**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:

- 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	Trade Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value per share	IKNA	The Nasdaq Global 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.

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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.**

On December 14, 2022, the Board of Directors (the “Board”) of Ikena Oncology, Inc. (the “Company”) unanimously appointed Owen Hughes to fill a newly created vacancy on the Board resulting from an increase in the size of the Board from eight (8) to nine (9) directors. Upon his appointment, Mr. Hughes became a member of the slate of Class III directors with terms expiring at the 2024 Annual Meeting of Stockholders of the Company. The Board has determined that Mr. Hughes qualifies as an independent director and is qualified to serve under the applicable rules and regulations of the Securities and Exchange Commission and the listing rules of the Nasdaq Stock Market LLC. For his service on the Board, Mr. Hughes will receive an option to purchase 35,040 shares of the Company’s common stock, vesting in three equal annual installments, and the same cash compensation as other non-employee directors, in accordance with the non-employee director compensation policy approved by the Board, to be filed as an exhibit to the Company’s Form 10-K for fiscal year 2022. Mr. Hughes has also entered into the Company’s standard form of indemnification agreement.

There are no arrangements or understandings between Mr. Hughes and any other persons pursuant to which he was elected as a director of the Company. There are no family relationships between Mr. Hughes and any director or executive officer of the Company, and he has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K. Mr. Hughes is qualified to serve on the Board based on his leadership experience at various biopharmaceutical companies.

On December 15, 2022, Ronald Renaud notified the Company of his intent to resign from the Company’s Board and from his positions as Chairman of the Board, Chair of the Audit Committee of the Board and member of the Compensation Committee of the Board, effective December 15, 2022. Mr. Renaud’s decision to resign from the Board was not the result of any dispute or disagreement with the Company or the Company’s Board on any matter relating to the Company’s operations, policies or practices. In connection with Mr. Renaud’s resignation, the Board approved a decrease in the size of the Board from nine (9) members to eight (8) members.

On December 15, 2022, Mr. Hughes filled the vacated positions on the committees of the Board and became the Chairman of the Board, a member and Chair of the Audit Committee of the Board and a member of the Compensation Committee of the Board. The Board also approved Mr. Hughes as an “audit committee financial expert” within the meaning of Item 407(d)(5)(ii) of Regulation S-K.

A copy of the Company’s press release announcing the appointment of Mr. Hughes and the resignation of Mr. Renaud is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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

(d) Exhibits

99.1 [Press release issued by Ikena Oncology, Inc. on December 19, 2022](#)

104 Cover Page Interactive Data File

**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.

Ikena Oncology, Inc.

Date: December 19, 2022

By: /s/ Mark Manfredi

Mark Manfredi, Ph.D.

President and Chief Executive Officer



### **Ikena Oncology Appoints Owen Hughes as Board Chair**

*Owen Hughes joins Ikena Board as independent director with operational and public company experience*

*Ron Renaud steps down as he transitions into investment management role*

BOSTON, Dec. 19, 2022 – Ikena Oncology, Inc. (Nasdaq: IKNA, “Ikena”), a targeted oncology company forging new territory in patient-directed cancer treatment, today announced that after a successful 4-year tenure as Chairman of the Board of Directors, Ron Renaud will be stepping down from the role to focus on his new position as Managing Director at Bain Capital Life Sciences. Owen Hughes has been appointed as a new board member and will be assuming the role of Chair of the Board of Directors, effective December 15, 2022.

“On behalf of the Board of Directors and the entire company, I am thrilled to welcome Owen to our board. His leadership will be a key asset as we continue to work towards our goal of expanding patient access to beneficial, targeted oncology treatments. I would like to express our sincere gratitude to Ron for his leadership and commitment to the success of Ikena over the past four years,” said Mark Manfredi, PhD, Chief Executive Officer of Ikena. “Ron has been instrumental to our progress since the early days of Ikena, and his impact and guidance will leave a lasting footprint on the future success of the company.”

Renaud added, “I am incredibly proud to have been a part of Ikena’s growth. Their scientific rigor, collaborative and supportive culture, and most importantly, patient-driven decision making, is truly best-in-class. Owen is a perfect addition to the board and his experience and values will continue to support Ikena’s trajectory.”

Hughes, who serves as Chief Executive Officer of Sail Bio and Co-Founder of Cullinan Oncology, will join as Chairman of the Board of Directors. Mr. Hughes started his career on Wall Street, initially in equity research at Morgan Stanley, before transitioning to the buy-side, where he managed public and private healthcare investments for Brookside Capital, a hedge fund under the Bain Capital umbrella, and Pyramis Advisors, a Fidelity Investments company. He served as the Chairman of Radius Health (NASDAQ: RDUS) until its sale to Gurnet Point Capital and Patient Square Capital and was formerly the lead independent director for Translate Bio (NASDAQ: TBIO) until its acquisition by Sanofi. Prior to co-founding Cullinan, he served as the Chief Business Officer and Head of Corporate Development for Intarcia Therapeutics.

“I am excited to work with the incredible Ikena team. They have established themselves as clear leaders in targeted oncology with their first-in-class approach in the Hippo pathway with IK-930, and with IK-595, their differentiated CRAF-binding MEK-RAF program,” said Hughes. “I am looking forward to working together to advance and grow Ikena’s pipeline and redefine the targeted oncology landscape.”

#### **About Ikena Oncology**

Ikena Oncology™ is focused on developing differentiated therapies for patients in need that target nodes of cancer growth, spread, and therapeutic resistance in the Hippo and RAS onco-signaling network. The Company’s lead targeted oncology program, IK-930, is a paralog-selective TEAD inhibitor addressing the Hippo signaling pathway, a known tumor suppressor pathway that also drives resistance to multiple targeted therapies. The Company’s additional research spans other targets in the Hippo pathway as well as the RAS signaling pathway, including developing IK-595, a novel MEK-RAF inhibitor.



Additionally, IK-175, an AHR antagonist, is being developed in collaboration with Bristol Myers Squibb. Ikena aims to utilize their depth of institutional knowledge and breadth of tools to efficiently develop the right drug using the right modality for the right patient. To learn more, visit [www.ikenaoncology.com](http://www.ikenaoncology.com) or follow us on Twitter and LinkedIn.

### **Forward-Looking Statements**

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, without limitation, statements regarding: the timing and advancement of our targeted oncology programs, including the timing of updates; our expectations regarding the therapeutic benefit of our targeted oncology programs; our ability to efficiently discover and develop product candidates; our ability to obtain and maintain regulatory approval of our product candidates; the implementation of our business model, and strategic plans for our business and product candidates. The words “may,” “will,” “could,” “would,” “should,” “expect,” “plan,” “anticipate,” “intend,” “believe,” “estimate,” “predict,” “project,” “potential,” “continue,” “target” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Any forward-looking statements in this press release are based on management’s current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, those risks and uncertainties related to the timing and advancement of our targeted oncology programs; our expectations regarding the therapeutic benefit of our targeted oncology programs; expectations regarding our new executive officer; our ability to efficiently discover and develop product candidates; the implementation of our business model, and strategic plans for our business and product candidates, and other factors discussed in the “Risk Factors” section of Ikena’s Form 10-Q for the quarter ended September 30, 2022, which is on file with the SEC, as updated by any subsequent SEC filings. We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. We disclaim any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements. Any forward-looking statements contained in this press release represent our views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date. We explicitly disclaim any obligation to update any forward-looking statements.

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