
**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): October 14, 2024

KINTARA THERAPEUTICS, INC.

(Exact name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-37823
(Commission File Number)

99-0360497
(IRS Employer
Identification No.)

9920 Pacific Heights Blvd
Suite 150
San Diego, California
(Address of Principal Executive Offices)

92121
(Zip Code)

Registrant's Telephone Number, Including Area Code: (858) 350-4364

N/A

(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 | KTRA | The Nasdaq Capital 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 7.01 Regulation FD Disclosure.

On October 14, 2024, Kintara Therapeutics, Inc. (“Kintara”) issued a press release announcing a record date of October 17, 2024 (the “Record Date”) for the issuance of Contingent Value Rights (“CVRs”) to stockholders of record as of the Record Date. As previously disclosed, in April 2024 Kintara entered into a definitive merger agreement (the “Merger Agreement”) with TuHURA Biosciences, Inc. (“TuHURA”), a Phase 3 registration-stage immune-oncology company developing novel technologies to overcome resistance to cancer immunotherapy, and Kayak Mergeco, Inc., Kintara’s wholly-owned subsidiary, whereby Kayak Mergeco will merge with and into TuHURA, with TuHURA surviving the merger and becoming Kintara’s direct, wholly-owned subsidiary (the “Merger”).

The information in this Current Report on Form 8-K under Item 7.01, including the information contained in Exhibit 99.1, is being furnished to the Securities and Exchange Commission (the “SEC”), and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by a specific reference in such filing.

Item 8.01 Other Events.

The proposed Merger is expected to close on October 18, 2024 (the “Closing Date”), subject to regulatory approval and the satisfaction of the remaining closing conditions under the Merger Agreement. The Record Date is subject to change based on the final Closing Date.

In connection with the Merger and pursuant to the Contingent Value Rights Agreement (the “CVR Agreement”), Kintara will issue a number of CVRs to Kintara stockholders as of the Record Date entitling the holders thereof to an aggregate of 53,897,125 shares of Kintara’s common stock, which number is subject to adjustment as a result of Kintara’s proposed reverse stock split of 1-for-35, as approved by the board of directors of Kintara, upon the achievement of certain milestones as set forth in the CVR Agreement. Kintara stockholders of record at the close of business on the Record Date will receive one CVR per share of Kintara common stock (or in the case of warrants to purchase shares of Kintara common stock, each share of Kintara common stock for which such warrant to purchase shares of Kintara stock is exercisable) each respectively owned. The CVRs will be issued immediately prior to the proposed reverse stock split and closing of the proposed Merger.

Forward-Looking Statements

This Current Report on Form 8-K and the communications attached hereto as Exhibits 99.1 contain forward-looking statements based upon Kintara’s and TuHURA’s current expectations. This communication contains “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are identified by terminology such as “believe,” “may,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “could,” “should,” “would,” “project,” “plan,” “expect,” “goal,” “seek,” “future,” “likely” or the negative or plural of these words or similar expressions. These statements are only predictions. Kintara and TuHURA have based these forward-looking statements largely on their then-current expectations and projections about future events, as well as the beliefs and assumptions of management. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond each of Kintara’s and TuHURA’s control, and actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: (i) the risk that the conditions to the closing or consummation of the proposed Merger are not satisfied, including the failure to obtain Kintara stockholder approval for the proposed Merger; (ii) uncertainties as to the timing of the consummation of the proposed Merger and the ability of each of Kintara and TuHURA to consummate the transactions contemplated by the proposed Merger; (iii) risks related to Kintara’s and TuHURA’s ability to correctly estimate their respective operating expenses and expenses associated with the proposed Merger, as applicable, as well as uncertainties regarding the impact any delay in the closing would have on the anticipated cash resources of the resulting combined company upon closing and other events and unanticipated spending and costs that could reduce the combined company’s cash resources; (iv) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the

proposed Merger by either Kintara or TuHURA; (v) the effect of the announcement or pendency of the proposed Merger on Kintara's or TuHURA's business relationships, operating results and business generally; (vi) costs related to the proposed Merger; (vii) the outcome of any legal proceedings that may be instituted against Kintara, TuHURA, or any of their respective directors or officers related to the Merger Agreement or the transactions contemplated thereby; (viii) the ability of Kintara or TuHURA to protect their respective intellectual property rights; (ix) unexpected costs, charges or expenses resulting from the proposed Merger; (x) whether the combined business of TuHURA and Kintara will be successful; (xi) legislative, regulatory, political and economic developments; and (xii) additional risks described in the "Risk Factors" section of Kintara's Annual Report on Form 10-K for the fiscal year ended June 30, 2024, and the registration statement on Form S-4 related to the proposed Merger filed with the SEC. Additional assumptions, risks and uncertainties are described in detail in Kintara's registration statements, reports and other filings with the SEC, which are available on Kintara's website, and at www.sec.gov. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Neither Kintara nor TuHURA can assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. The forward-looking statements made in this communication relate only to events as of the date on which the statements are made. Except as required by applicable law or regulation, Kintara and TuHURA undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. Investors should not assume that any lack of update to a previously issued "forward-looking statement" constitutes a reaffirmation of that statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release dated October 14, 2024. |

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.

KINTARA THERAPEUTICS, INC.

Date: October 15, 2024

By: */s/ Robert E. Hoffman*
Name: Robert E. Hoffman
Title: Chief Executive Officer



Kintara Therapeutics Announces Record Date for CVR Issuance in Connection with the Proposed Merger with TuHURA Biosciences Expected to Close on October 18, 2024

SAN DIEGO, CA, October 14, 2024 (GLOBE NEWSWIRE) -- Kintara Therapeutics, Inc. ("Kintara") (Nasdaq: KTRA), a biopharmaceutical company focused on the development of new solid tumor cancer therapies, today announced a record date of October 17, 2024 (the "Record Date") for the issuance of Contingent Value Rights ("CVRs") to stockholders of record of Kintara as of the Record Date. As previously disclosed, in April 2024 Kintara entered into a definitive merger agreement (the "Merger Agreement") with TuHURA Biosciences, Inc. ("TuHURA"), a Phase 3 registration-stage immune-oncology company developing novel technologies to overcome resistance to cancer immunotherapy, and Kayak Mergeco, Inc., Kintara's wholly-owned subsidiary, whereby Kayak Mergeco will merge with and into TuHURA, with TuHURA surviving the merger and becoming Kintara's direct, wholly-owned subsidiary (the "Merger").

The proposed Merger is expected to close on October 18, 2024 (the "Closing Date"), subject to regulatory approval and the satisfaction of the remaining closing conditions under the Merger Agreement. The Record Date is subject to change based on the final Closing Date.

In connection with the Merger and pursuant to the Contingent Value Rights Agreement (the "CVR Agreement") to be entered into prior to the Closing Date, Kintara will issue a number of CVRs to Kintara stockholders as of the Record Date entitling the holders thereof to an aggregate of 53,897,125 shares of Kintara's common stock, which number is subject to adjustment as a result of Kintara's proposed reverse stock split described below, upon the achievement of certain milestones as set forth in the CVR Agreement. Kintara stockholders of record at the close of business on the Record Date will receive one CVR per share of Kintara common stock (or in the case of warrants to purchase shares of Kintara common stock, each share of Kintara common stock for which such warrant to purchase shares of Kintara stock is exercisable) each respectively owned. The CVRs will be issued immediately prior to the proposed reverse stock split (as described below) and closing of the proposed Merger.

As previously announced, Kintara's stockholders approved a reverse stock split of Kintara's common stock in a range of 1-for-20 to 1-for-40 at Kintara's special meeting of stockholders held on October 4, 2024. Kintara expects to effect a reverse stock split at a ratio of 1-for-35 immediately prior to the consummation of the proposed Merger.

Equiniti Trust Company, LLC is acting as the rights agent for CVRs. Stockholders holding their shares in book-entry form or in brokerage accounts need not take any action in connection with the issuance of CVRs. Beneficial holders are encouraged to contact their bank, broker or custodian with any procedural questions.



About TuHURA Biosciences, Inc.

TuHURA Biosciences is a Phase 3 registration-stage immuno-oncology company developing novel technologies to overcome resistance to cancer immunotherapy. TuHURA's lead personalized cancer vaccine candidate, IFx-2.0, is designed to overcome primary resistance to checkpoint inhibitors. TuHURA is preparing to initiate a single randomized placebo-controlled Phase 3 registration trial of IFx-2.0 administered as an adjunctive therapy to Keytruda® (pembrolizumab) in first line treatment for advanced Merkel Cell Carcinoma.

In addition, TuHURA is leveraging its Delta receptor technology to develop novel bi-specific antibody drug or peptide drug conjugates (ADCs and PDCs), targeting Myeloid Derived Suppressor Cells to inhibit their immune suppressing effects on the tumor microenvironment to prevent T cell exhaustion and acquired resistance to checkpoint inhibitors and cellular therapies.

For more information, please visit tuhurabio.com and connect with TuHURA on Facebook, X, and LinkedIn.

About Kintara Therapeutics, Inc.

Located in San Diego, California, Kintara is dedicated to the development of novel cancer therapies for patients with unmet medical needs. Kintara is developing therapeutics for clear unmet medical needs with reduced risk development programs. Kintara's lead program is REM-001 Therapy for cutaneous metastatic breast cancer (CMBC).

Kintara has a proprietary, late-stage photodynamic therapy platform that holds promise as a localized cutaneous, or visceral, tumor treatment as well as in other potential indications. REM-001 Therapy, which consists of the laser light source, the light delivery device, and the REM-001 drug product, has been previously studied in four Phase 2/3 clinical trials in patients with CMBC who had previously received chemotherapy and/or failed radiation therapy. In CMBC, REM-001 has a clinical efficacy to date of 80% complete responses of CMBC evaluable lesions and an existing robust safety database of approximately 1,100 patients across multiple indications.

Kintara Therapeutics, Inc. is headquartered in San Diego, California. For more information, please visit www.kintara.com or follow us on X at @Kintara_Thera, Facebook and LinkedIn.

FORWARD-LOOKING STATEMENTS

This press release contains forward-looking statements based upon Kintara's and TuHURA's current expectations. This communication contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are identified by terminology such as "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "could," "should," "would," "project," "plan," "expect," "goal," "seek," "future," "likely" or the negative or plural of these words or similar expressions. Examples of such forward-looking statements include but are not limited to express or implied statements regarding Kintara's or TuHURA's management team's expectations, hopes, beliefs, intentions or strategies regarding the future including, without limitation, statements regarding the proposed Merger and the expected effects, perceived benefits or opportunities and related timing with respect thereto. These



statements are only predictions. Kintara and TuHURA have based these forward-looking statements largely on their then-current expectations and projections about future events, as well as the beliefs and assumptions of management. Forward-looking statements are subject to a number of risks and uncertainties, many of which involve factors or circumstances that are beyond each of Kintara's and TuHURA's control, and actual results could differ materially from those stated or implied in forward-looking statements due to a number of factors, including but not limited to: (i) the risk that the conditions to the closing or consummation of the proposed Merger are not satisfied; (ii) uncertainties as to the timing of the consummation of the proposed Merger and the ability of each of Kintara and TuHURA to consummate the transactions contemplated by the proposed Merger; (iii) risks related to Kintara's and TuHURA's ability to correctly estimate their respective operating expenses and expenses associated with the proposed Merger, as applicable, as well as uncertainties regarding the impact any delay in the closing would have on the anticipated cash resources of the resulting combined company upon closing and other events and unanticipated spending and costs that could reduce the combined company's cash resources; (iv) the occurrence of any event, change or other circumstance or condition that could give rise to the termination of the proposed Merger by either Kintara or TuHURA; (v) the effect of the announcement or pendency of the proposed Merger on Kintara's or TuHURA's business relationships, operating results and business generally; (vi) costs related to the proposed Merger; (vii) the outcome of any legal proceedings that may be instituted against Kintara, TuHURA, or any of their respective directors or officers related to the Merger Agreement or the transactions contemplated thereby; (viii) the ability of Kintara or TuHURA to protect their respective intellectual property rights; (ix) competitive responses to the proposed Merger; (x) unexpected costs, charges or expenses resulting from the proposed Merger; (xi) whether the combined business of TuHURA and Kintara will be successful; (xii) legislative, regulatory, political and economic developments; and (xiii) additional risks described in the "Risk Factors" section of Kintara's Annual Report on Form 10-K for the fiscal year ended June 30, 2024, and the Registration Statement on Form S-4 related to the proposed Merger filed with the SEC. Additional assumptions, risks and uncertainties are described in detail in Kintara's registration statements, reports and other filings with the SEC, which are available on Kintara's website, and at www.sec.gov. Accordingly, you should not rely upon forward-looking statements as predictions of future events. Neither Kintara nor TuHURA can assure you that the events and circumstances reflected in the forward-looking statements will be achieved or occur, and actual results could differ materially from those projected in the forward-looking statements. The forward-looking statements made in this communication relate only to events as of the date on which the statements are made. Except as required by applicable law or regulation, Kintara and TuHURA undertake no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events. Investors should not assume that any lack of update to a previously issued "forward-looking statement" constitutes a reaffirmation of that statement.

INVESTOR INQUIRIES:

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