

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): September 4, 2024

Context Therapeutics Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction of incorporation)

001-40654
(Commission File Number)

86-3738787
(I.R.S. Employer Identification No.)

2001 Market Street, Suite 3915, Unit #15
Philadelphia, Pennsylvania 19103
(Address of principal executive offices including zip code)

(267) 225-7416
(Registrant's telephone number, including area code)

Not Applicable
(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))

Title of each class	Trading Symbol	Name of exchange on which registered
Common Stock \$0.001 par value per share	CNTX	The Nasdaq Stock 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 4, 2024, upon the recommendation of the Nominating and Corporate Governance Committee ("Nominating Committee") of the Board of Directors (the "Board") of Context Therapeutics Inc. (the "Company"), and pursuant to the Amended and Restated Bylaws of the Company, the Board increased its size from five members to seven members and appointed Dr. Karen L. Smith and Dr. Luke Walker as members of the Board. In addition, the Board appointed Dr. Smith to the Compensation Committee and Dr. Walker to the Nominating Committee, each with an initial term expiring at the Company's 2027 annual meeting of stockholders.

Dr. Karen L. Smith is a biopharmaceutical thought leader with over 20 years of experience bringing drugs into the clinic and through commercialization. She has been a key contributor to the successful development of multiple approved products in several therapeutic areas, including oncology (Herceptin, Vyxeos), rare disease (Defitelio), cardiology (Irbesartan), dermatology (Voluma, Botox), neuroscience (Abilify) and anti-infectives (Teflaro). Since November 2018, Dr. Smith has been providing consulting services internationally. Dr. Smith most recently served as Chief Medical Officer for Quince Therapeutics, Inc./Novosteo, Inc., a private biopharmaceutical company from January 2022 to September 2023, having previously served as Chief Medical Officer for Emergent BioSolutions, Inc. from April 2020 to December 2021. From May 2019 to January 2020, Dr. Smith served as President and Chief Executive Officer of Medeor Therapeutics, Inc., a biotechnology company. Previously, she was Global Head of Research & Development and Chief Medical Officer of Jazz Pharmaceuticals. Earlier in her career, Dr. Smith held senior leadership roles at Allergan, AstraZeneca, and Bristol Myers Squibb. Previously, Dr. Smith served on the Board of Directors of Antares Pharma (acquired by Halozyme for \$960 million), Acceleron Pharma (acquired by Merck for \$11.5 billion), Mariana Oncology (acquired by Novartis for \$1 billion upfront), and Sucampo Pharmaceuticals (acquired by Mallinckrodt for \$1.2 billion). Dr. Smith currently serves on the boards of directors of Aurinia Pharmaceuticals, Capstan Therapeutics, Sangamo Therapeutics, and Skye Bioscience. Dr. Smith previously served on the board of directors of Talaris Therapeutics, Inc., a public biotechnology company from June 2022 to October 2023, Antares Pharma, Inc., a public pharmaceutical company from March 2019 to May 2022, and Acceleron Pharma, Inc., a public biopharmaceutical company from November 2017 to December 2021.

Dr. Luke Walker has more than 20 years of clinical development experience as both an executive and board member. Most recently, from October 2022 to August 2024, he was the Chief Medical Officer of Harpoon Therapeutics, an oncology-focused biopharmaceutical company where he was responsible for oversight of all aspects of clinical development programs using Harpoon's TriTAC T-cell engager platform, which was acquired by Merck in March 2024 for \$680 million. From March 2018 to October 2022, Dr. Walker was Vice President of Clinical Development at Seagen, where he was the global development lead for Tukysa (tucatinib) through the program's successful completion of a pivotal registrational trial and successful regulatory approvals. Earlier, Dr. Walker was Senior Vice President of Clinical Development at Cascadian Therapeutics, which was acquired by Seagen in 2018 for \$614 million. Dr. Walker began his career as a practicing medical oncologist and hematologist at Providence Regional Medical Center and with the Everett Clinic. Dr. Walker currently serves on the board of directors of Zentalis Pharmaceuticals.

Pursuant to the Company's non-employee director compensation program, each of Dr. Smith and Dr. Walker were granted on the date of their appointments options to purchase 19,315 shares of the Company's common stock, which vest and become exercisable on the earlier of (i) June 13, 2025 or (ii) the date of the Company's 2025 annual meeting of stockholders. Dr. Smith and Dr. Walker will also each receive cash compensation for their service on the Board, and each committee of the Board, in accordance with the Company's non-employee director compensation program, as such program may be amended from time to time, which currently consists of a \$40,000 annual cash retainer, payable quarterly, for Board service.

There is no arrangement or understanding between either of Dr. Smith or Dr. Walker and any other person pursuant to which each was appointed as a director. Neither Dr. Smith or Dr. Walker is a party to any transaction that would require disclosure under Item 404(a) of Regulation S-K. The Board has determined that each of Dr. Smith and Dr. Walker is an independent director in accordance with the listing requirements of The Nasdaq Stock Market LLC.

Item 7.01. Regulation FD Disclosure.

On September 4, 2024, the Company issued a press release announcing the appointments of Dr. Smith and Dr. Walker to the Board. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01, and Exhibit 99.1 attached hereto, are being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

Item 9.01. Exhibits.

(d) Exhibits

Exhibit No. Description

99.1	Press Release issued by Context Therapeutics Inc., dated September 4, 2024
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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.

Dated: September 4, 2024

Context Therapeutics Inc.

By: /s/ Martin A. Lehr

Name: Martin A. Lehr

Title: Chief Executive Officer



Context Therapeutics Appoints Dr. Karen Smith and Dr. Luke Walker to Board of Directors

The appointments of Dr. Karen Smith and Dr. Luke Walker to the Board bring extensive operational and clinical development experience to support corporate and pipeline strategy

PHILADELPHIA, PA— September 4, 2024—Context Therapeutics Inc. (“Context” or the “Company”) (Nasdaq: CNTX), a biopharmaceutical company advancing medicines for solid tumors, today announced the appointments of Karen Smith, MD, PhD, MBA, LLM and Luke Walker, MD, to its Board of Directors.

“Karen and Luke’s vast experience and proven leadership in the biopharmaceutical industry are tremendous assets for Context at this pivotal stage of our growth,” said Martin Lehr, CEO of Context Therapeutics. “Karen’s extensive oncology drug development, regulatory, and strategy experience will be invaluable as Context continues to advance its pipeline. Luke brings an extensive track record in oncology drug development, including recent experience developing T cell engaging bispecific antibodies.”

Mr. Lehr continued, “These additions supplement our ongoing effort to build Context into a leading oncology company and advance potential best-in-class T cell engaging bispecifics.”

Dr. Karen Smith is a biopharmaceutical thought leader with over 20 years of experience bringing drugs into the clinic and through commercialization. She has been a key contributor to the successful development of multiple approved products in several therapeutic areas, including oncology (Herceptin, Vyxeos), rare disease (Defitelio), cardiology (Irbesartan), dermatology (Voluma, Botox), neuroscience (Abilify) and anti-infectives (Teflaro). Previously, she was Global Head of Research & Development and Chief Medical Officer of Jazz Pharmaceuticals. Earlier in her career, Dr. Smith held senior leadership roles at Allergan, AstraZeneca, and Bristol Myers Squibb. Previously, Dr. Smith served on the Board of Directors of Antares Pharma (acquired by Halozyme for \$960 million), Acceleron Pharma (acquired by Merck for \$11.5 billion), Mariana Oncology (acquired by Novartis for \$1 billion upfront), and Sucampo Pharmaceuticals (acquired by Mallinckrodt for \$1.2 billion). Dr. Smith currently serves on the Board of Directors of Aurinia Pharmaceuticals, Capstan Therapeutics, Sangamo Therapeutics, and Skye Bioscience.

Dr. Luke Walker has more than 20 years of clinical development experience as both an executive and board member. Most recently, he was the Chief Medical Officer of Harpoon Therapeutics, an oncology-focused biopharmaceutical company where he was responsible for oversight of all aspects of clinical development programs using Harpoon’s TriTAC T-cell engager platform, which was acquired by Merck in 2024 for \$680 million. Previously, Dr. Walker was Vice President of Clinical Development at Seagen, where he was the global development lead for Tukysa (tucatinib) through the program’s successful completion of a pivotal registrational trial

and successful regulatory approvals. Earlier, Dr. Walker was Senior Vice President of Clinical Development at Cascadian Therapeutics, which was acquired by Seagen in 2018 for \$614 million. Dr. Walker began his career as a practicing medical oncologist and hematologist at Providence Regional Medical Center and with the Everett Clinic. Dr. Walker currently serves on the Board of Directors of Zentalis Pharmaceuticals.

About Context Therapeutics®

Context Therapeutics Inc. (Nasdaq: CNTX) is a biopharmaceutical company advancing medicines for solid tumors. The Company is building an innovative portfolio of clinical-stage T cell engaging bispecific therapeutics, including CTIM-76, a Claudin 6 (CLDN6) x CD3 bispecific antibody, and CT-95, a Mesothelin (MSLN) x CD3 bispecific antibody. Context is headquartered in Philadelphia. For more information, please visit www.contexttherapeutics.com or follow the Company on X (formerly [Twitter](#)) and [LinkedIn](#).

Forward-looking Statements

This press release contains “forward-looking statements” that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Any statements, other than statements of historical fact, included in this press release regarding strategy, future operations, prospects, plans and objectives of management, including words such as “may,” “will,” “expect,” “anticipate,” “look forward,” “plan,” “intend,” and similar expressions (as well as other words or expressions referencing future events, conditions, or circumstances) are forward-looking statements. These include, without limitation, statements regarding (i) the ability of the new appointments to support the Company and the advancement of its product candidates; (ii) the ability of the Company to become a leading oncology company; (iii) the potential benefits, characteristics, safety and side effect profile of our product candidates, (iv) the ability of our product candidates to have benefits, characteristics, manufacturability, and a side effect profile that is differentiated and/or better than third party product candidates, (v) the likelihood data will support future development of our product candidates, and (vi) the likelihood of obtaining regulatory approval for our product candidates. Forward-looking statements in this release involve substantial risks and uncertainties that could cause actual results to differ materially from those expressed or implied by the forward-looking statements, and we therefore cannot assure you that our plans, intentions, expectations, or strategies will be attained or achieved. Other factors that may cause actual results to differ from those expressed or implied in the forward-looking statements in this press release are discussed in our filings with the U.S. Securities and Exchange Commission, including the section titled “Risk Factors” contained therein. Except as otherwise required by law, we disclaim any intention or obligation to update or revise any forward-looking statements, which speak only as of the date they were made, whether as a result of new information, future events, or circumstances or otherwise.

Investor Relations Contact:

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