

**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): June 16, 2023**

**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**  
(I.R.S. Employer Identification No.)

**9301 Amberglen Blvd, Suite 100**  
**Austin, Texas 78729**  
(Address of Principal Executive Offices) (Zip Code)

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

(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, \$0.001 Par Value	MTEM	The Nasdaq Global Select 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 8.01. Other Events.**

On June 16, 2023, the Registrant issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information contained in this Item 8.01 and in the press release furnished as Exhibit 99.1 to this Current Report on Form 8-K shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 8.01 and in the press release furnished as Exhibit 99.1 to this current report on Form 8-K shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company whether made before or after the date hereof, regardless of any general incorporation language in such filing.

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

[99.1](#) [Press Release dated June 16, 2023](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**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.

**Molecular Templates, Inc.**

Date: June 16, 2023

By: /s/ Eric E. Poma, Ph.D.  
Eric E. Poma, Ph.D.  
Chief Executive Officer

## Molecular Templates Announces Debt Payoff and Restructuring

- *Restructuring agreement with K2 HealthVentures (K2HV) to fully discharge and satisfy outstanding debt owed to K2HV for the prepayment of \$27.5 million and the granting of contingent value rights and warrants*
- *Additional reduction-in-force by approximately 44% as it continues to explore strategic alternatives*

AUSTIN, Texas, June 16, 2023 (GLOBE NEWSWIRE) -- Molecular Templates, Inc. (Nasdaq: MTEM, “Molecular Templates,” or “MTEM”), a clinical-stage biopharmaceutical company focused on the discovery and development of proprietary targeted biologic therapeutics, engineered toxin bodies (“ETBs”), to create novel therapies with potent differentiated mechanisms of action for cancer, announced today that it has entered into a restructuring agreement (“Amending Agreement”) with K2 HealthVentures (“K2HV”) to satisfy and discharge MTEM’s outstanding secured debt obligations and terminate all other obligations under the existing debt financing facility between Molecular Templates and K2HV. Molecular Templates also announced a restructuring plan that includes reducing its current workforce as it continues to explore strategic alternatives.

The Amending Agreement provides for the following:

- MTEM has paid down \$27.5M of its ~\$37.8M senior secured debt obligation with K2HV
- The remaining balance of ~\$10M will be converted into a security instrument that will be paid back upon the occurrence of certain specified events, such as a successful asset sale or BD transactions, based on specified multipliers and other terms, or, in the alternative, MTEM may elect to pay off the balance in part or in full. Alternatively, K2HV has the right to convert \$3M of such contingent value rights into up to 6,124,011 shares of common stock
- K2HV has a warrant to purchase 5,103,343 shares of common stock at an exercise price of ~\$0.39
- In the event of a Change in Control transaction, as such term is defined in the Amending Agreement, K2HV will receive an additional \$2.5M

Previously, Molecular Templates announced that it has retained Stifel, Nicolaus & Company to assist Molecular Templates<sup>1</sup> in initiating a comprehensive evaluation of strategic alternatives, including, but not limited to, potential financing/recapitalization opportunities, the sale of all, or part, of the company, or a merger, or other strategic transactions. A timetable for completion of this strategic review process has not been set, and there can be no assurance that this strategic review will result in any completed transaction. In connection with the evaluation of strategic alternatives and in order to extend its resources to better position the organization, Molecular Templates today implemented a restructuring plan that includes reducing its current workforce by approximately 44%.

Molecular Templates intends to continue to support its collaboration with BMS and its clinical studies.

### About Molecular Templates

Molecular Templates is a clinical-stage biopharmaceutical company focused on the discovery and development of targeted biologic therapeutics. Our proprietary drug platform technology, known as engineered toxin bodies, or ETBs, leverages the resident biology of a genetically engineered form of Shiga-like Toxin A subunit to create novel therapies with potent and differentiated mechanisms of action for cancer.

### 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 Molecular Templates’ ability to continue as a going concern; expectations regarding the completion of its workforce reduction plan; the prospects for Molecular Templates’ review and evaluation of potential strategic alternatives; and the terms, timing, structure, benefits and costs of any strategic transaction and whether one will be consummated at all.*

*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 including, but not limited to the following: the availability of financing on commercially reasonable terms in order to avoid the need to pursue a dissolution or wind down of Molecular Templates; whether Molecular Templates’ cash resources, will be sufficient to fund its continuing operations beyond the third quarter of 2023; and those risks identified under the heading “Risk Factors” in Molecular Templates’ filings with the Securities and Exchange Commission. There can be no assurance that any of Molecular Templates’ drug or biologic candidates will be successfully developed, manufactured, or commercialized, that final results of clinical trials will be supportive of regulatory approvals required to market products, or that any of the forward-looking information provided herein will be proven accurate. Any forward-looking statements contained in this press release speak only as of the date hereof, and Molecular Templates specifically disclaims any obligation to update any forward-looking statement, whether because of new information, future events or otherwise.*

### Contacts:

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<sup>1</sup> NTD: The “Company” is not a defined term.