

**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 10, 2020**

**NextCure, Inc.**

(Exact name of registrant as specified in charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-38905**

(Commission  
File Number)

**47-5231247**

(IRS Employer  
Identification No.)

**9000 Virginia Manor Road, Suite 200  
Beltsville, Maryland**

(Address of principal executive offices)

**20705**

(Zip Code)

**(240) 399-4900**

\_\_\_\_\_  
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 (see General Instruction A.2. below):

- 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 per share	NXTC	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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On September 10, 2020, the Board of Directors (the “**Board**”) of NextCure, Inc. (the “**Company**”) appointed John G. Houston, Ph.D. to the Board. Dr. Houston fills a vacancy created by the resignation of Judith J. Li from the Board on that date.

*Director Resignation*

Ms. Li resigned from the Board as a Class I director effective as of September 10, 2020. Ms. Li’s resignation from the Board was not due to any disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

*New Director Appointment*

On September 10, 2020, the Board, following the recommendation of the nominating and corporate governance committee of the Board, elected Dr. Houston to fill the vacancy on the Board created by Ms. Li’s resignation, to serve as a Class I member of the Board until the Company’s 2023 annual meeting of stockholders and until his successor is duly elected and qualified or his earlier resignation, retirement, or removal. Dr. Houston has also been appointed as a member of the Nominating and Corporate Governance Committee of the Board.

Dr. Houston has served as president and chief executive officer of Arvinas, Inc. and a member of its board of directors since September 2017 and served as its president of research development and chief scientific officer from January 2017 to September 2017. He also currently serves on the boards of directors of privately held Oerth Bio, Cybrexa Therapeutics and BioCT. Prior to Arvinas, he spent more than 18 years at Bristol Myers Squibb Company (“**BMS**”) in roles of increasing responsibility and had accountability for all Discovery Biology disease teams, as well as various Discovery technology departments. He was the senior vice president of Specialty Discovery and R&D Site Development at BMS from September 2015 to August 2016 and previously worked in various roles across BMS’s Discovery Biology, Applied Biotechnology and Early Discovery Chemistry departments. Prior to joining BMS, he worked at Glaxo Wellcome Research and Development in the United Kingdom, where he served as head of the Lead Discovery Unit. Dr. Houston obtained a B.Sc. in Medical Microbiology from Glasgow University and a Ph.D. in Microbial Biochemistry from Heriot-Watt University, Edinburgh.

Dr. Houston will be compensated for his service on the Board in accordance with the Company’s Non-Employee Director Compensation Program, a copy of which is attached to this Current Report on Form 8-K as Exhibit 10.1. Additionally, the Company entered into a customary indemnification agreement with Dr. Houston in connection with his appointment to the Board.

**Item 7.01 Regulation FD Disclosure.**

On September 14, 2020, the Company issued a press release announcing Dr. Houston’s appointment to the Board and Ms. Li’s resignation. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

**Exhibit No. Description**

[10.1](#) [Non-Employee Director Compensation Program.](#)  
[99.1](#) [Press release of NextCure, Inc. dated September 14, 2020.](#)

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**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.

Date: September 14, 2020

**NEXTCURE, INC.**

/s/ Steven P. Cobourn  
Steven P. Cobourn  
Chief Financial Officer

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## NEXTCURE, INC.

## NON-EMPLOYEE DIRECTOR COMPENSATION PROGRAM

This NextCure, Inc. (the “Company”) Non-Employee Director Compensation Program (this “Program”) sets forth the arrangements for compensation for members of the Board of Directors of the Company (the “Board”) who are not employees or consultants of the Company (the “Non-Employee Directors”). All compensation paid pursuant to this Program is subject to the terms and provisions of the NextCure, Inc. 2019 Omnibus Incentive Plan (the “Plan”), including, but not limited to, the requirement under the Plan that all compensation paid by the Company to any Non-Employee Director in any calendar year shall not exceed \$750,000, or \$1,000,000 in the calendar year in which the applicable Non-Employee Director is elected or appointed to the Board.

*Cash Compensation*

Non-Employee Directors shall be entitled to receive the following annual cash compensation, payable quarterly in arrears:

- A \$35,000 retainer for each member (non-Chair)
- A \$65,000 retainer for the Chair of the Board
- A \$7,500 retainer for each member of the Audit Committee (non-Chair)
- A \$15,000 retainer for the Chair of the Audit Committee
- A \$5,000 retainer for each member of the Compensation Committee (non-Chair)
- A \$10,000 retainer for the Chair of the Compensation Committee
- A \$4,000 retainer for each member of the Nominating and Corporate Governance Committee (non-Chair)
- An \$8,000 retainer for the Chair of the Nominating and Governance Committee

Retainers shall be paid promptly after the conclusion of the applicable calendar quarter, but in no event later than 30 days after the end of the applicable calendar quarter. In the event a Non-Employee Director does not serve as a Non-Employee Director, or in the applicable positions described above, for an entire calendar quarter, the retainer paid to such Non-Employee Director shall be prorated for the portion of such calendar quarter actually served as a Non-Employee Director, or in such position, as applicable.

*Equity Compensation*

Each Non-Employee Director shall be entitled to receive the following awards under the Plan:

- on the date of each Annual Meeting of the Stockholders (“Annual Meeting”), an annual stock option award that is exercisable for 14,250 shares of the Company’s common stock, that vests on the earlier of one year from the grant date of the award and immediately prior to the next Annual Meeting (the “Annual Award”);
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- for a Non-Employee Director not initially appointed or elected to the Board at an Annual Meeting, on the date of initial appointment or election to the Board, an option award exercisable for a number of shares equivalent to the shares subject to the Annual Award granted to other directors on the date of the prior Annual Meeting but prorated for the remaining full months until the next Annual Meeting (or, if such meeting has not been set, until the one year anniversary of the prior Annual Meeting), that vests on the earlier of one year from the grant date of the Annual Award and immediately prior to the next Annual Meeting; and
- on the date of initial appointment or election to the Board, an initial stock option award that is exercisable for 28,500 shares of the Company's common stock, that vests in three equal, annual installments commencing on the grant date of the award.

Vesting for all stock option awards under this Program is subject to the Non-Employee Director's continued service on the Board through the applicable vesting date.

All stock option awards under this Program will be non-statutory stock options, with an exercise price per share equal to 100% of the Fair Market Value (as defined in the Plan) of the underlying common stock on the date of grant, and shall have a fixed term of 10 years (subject to earlier termination in connection with a termination of service as provided in the Plan, provided that upon a termination of service other than for cause, the post termination exercise period will be 12 months from the date of termination).

#### *Expenses*

The reasonable expenses incurred by Non-Employee Directors in connection with attendance at Board or committee meetings will be reimbursed upon submission of appropriate substantiation in accordance with the Company's policies and practices.

#### *Effectiveness*

This Program, as amended, is effective as of June 11, 2020, and may be amended at any time in the sole discretion of the Board.

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## NextCure Announces Appointment of John G. Houston, Ph.D., to its Board of Directors

**BELTSVILLE, Md., September 14, 2020** – NextCure, Inc. (Nasdaq: NXTC), a clinical-stage biopharmaceutical company committed to discovering and developing novel, first-in-class immunomedicines to treat cancer and other immune-related diseases, today announced the appointment of John G. Houston, Ph.D., to its board of directors as of September 10, 2020. Dr. Houston has more than 30 years of experience in the pharmaceutical and biotech industry and currently serves as president and chief executive officer of Arvinas, Inc. In addition, Judith Li has announced that she is stepping down from the company's board of directors.

“John is an important addition to our Board of Directors. His deep expertise in discovery biology and product development will support NextCure as we work diligently to advance our ongoing NC318 and NC410 clinical trials, as well as our preclinical programs,” said Michael Richman, NextCure’s president and chief executive officer. “We are delighted to welcome him to NextCure and look forward to benefiting from his insights, which we believe will help us advance our goal of bringing novel immunomedicines to patients. We would like to thank Judith for her counsel and support since our inception,” Mr. Richman added.

In addition to his role as president and chief executive officer of Arvinas, Dr. Houston also currently serves on the boards of directors of Oerth Bio, Cybrea Therapeutics and BioCT. Prior to Arvinas, he spent more than 18 years at Bristol Myers Squibb (BMS) in roles of increasing responsibility and had accountability for all Discovery Biology disease teams, as well as various Discovery technology departments. He was the senior vice president of Specialty Discovery and R&D Site Development at BMS and previously worked in various roles across BMS’s Discovery Biology, Applied Biotechnology and Early Discovery Chemistry departments. Dr. Houston was a member of the BMS senior executive leadership team, which reviewed and approved over 200 pre-clinical candidates for progression into early development, several of which advanced into late stage clinical trials, and toward commercialization. He was also the principal architect and driver of the ‘Leveraging Technology’ initiative at BMS, which led to an industry-leading integrated lead discovery and optimization process. Prior to joining BMS, he worked at Glaxo Wellcome Research and Development in the UK, where he served as head of the Lead Discovery Unit.

Dr. Houston obtained a B.Sc. in Medical Microbiology from Glasgow University and a Ph.D. in Microbial Biochemistry from Heriot-Watt University, Edinburgh.

### **About NextCure, Inc.**

NextCure is a clinical-stage biopharmaceutical company committed to discovering and developing novel, first-in-class immunomedicines to treat cancer and other immune-related diseases. Through our proprietary FIND-IO™ platform, we study various immune cells to discover and understand targets and structural components of immune cells and their functional impact in order to develop immunomedicines. Our initial focus is to bring hope and new treatments to patients who do not respond to current cancer therapies, patients whose cancer progresses despite treatment and patients with cancer types not adequately addressed by available therapies. [www.nextcure.com](http://www.nextcure.com)

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## **Forward-Looking Statements**

This press release contains forward-looking statements, including statements pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations, forecasts, assumptions and other information available to NextCure as of the date hereof. Forward-looking statements include statements regarding NextCure's expectations, beliefs, intentions or strategies regarding the future and can be identified by forward-looking words such as "may," "will," "potential," "expects," "believes," "intends," "hope," "towards," "forward," "later" and similar expressions. Examples of forward-looking statements in this press release include, among others, statements about the benefits of Dr. Houston as a member of NextCure's board of directors, progress and NextCure's plans, objectives and intentions with respect to the discovery and development of immunomedicines. Forward-looking statements involve substantial risks and uncertainties that could cause actual results to differ materially from those projected in any forward-looking statement. Such risks and uncertainties include, among others: the impacts of the COVID-19 pandemic on NextCure's business, including NextCure's clinical trials, third parties on which NextCure relies and NextCure's operations; positive results in preclinical studies may not be predictive of the results of clinical trials; NextCure's limited operating history and no products approved for commercial sale; NextCure's history of significant losses; NextCure's need to obtain additional financing; risks related to clinical development, marketing approval and commercialization; the unproven approach to the discovery and development of product candidates based on NextCure's FIND-IO platform; and dependence on key personnel. More detailed information on these and additional factors that could affect NextCure's actual results are described in NextCure's filings with the Securities and Exchange Commission, including NextCure's most recent Form 10-K and subsequent Forms 10-Q. You should not place undue reliance on any forward-looking statements. Forward-looking statements speak only as of the date of this press release, and NextCure assumes no obligation to update any forward-looking statements, even if expectations change.

### **Investor Inquiries**

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