

**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): August 9, 2019

KURA ONCOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of
incorporation)

001-37620
(Commission
File No.)

61-1547851
(IRS Employer
Identification No.)

3033 Science Park Road, Suite 220
San Diego, CA
(Address of principal executive offices)

92121
(Zip Code)

Registrant's telephone number, including area code: (858) 500-8800

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 (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, par value \$0.0001 per share | KURA | 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Effective August 9, 2019, John Farnam is no longer the Chief Operating Officer and no longer an employee of Kura Oncology, Inc. (the “Company”).

(c) On August 9, 2019, the Board of Directors of the Company appointed Kathleen Ford as the Company’s Chief Operating Officer.

Ms. Ford, age 72, served as Senior Vice President, Head of Global Clinical Operations, at Merck Serono, a pharmaceutical company and division of Merck KGaA, from May 2012 to March 2017, where she led clinical and development operations toward successful drug registrations in both the United States and Europe. Previously, from 2002 to 2009, she served in roles of increasing responsibility at Millennium Pharmaceuticals, Inc., a biopharmaceutical company, most recently as Vice President, Clinical Operations, where she led the global operational management of clinical trial activities in all phases of development. Prior to that, from 1993 to 2002, she served as Director of Clinical Operations at Alkermes plc, a biopharmaceutical company, where she managed the clinical development for two product approvals. Ms. Ford earned her RN from Massachusetts General Hospital School of Nursing and her BSN from Fitchburg State College.

In connection with her appointment as Chief Operating Officer, the Company entered into an Executive Employment Agreement with Ms. Ford (the “Employment Agreement”). Pursuant to the terms of the Employment Agreement, Ms. Ford (i) will receive an (a) annual base salary of \$400,000 and (b) annual target bonus equal to 40% of her base salary and (ii) has received an option to purchase up to 250,000 shares of the Company’s common stock under the Company’s Amended and Restated 2014 Equity Incentive Plan, subject to monthly vesting over a four-year period, with an exercise price equal to \$19.45 per share, which was equal to the closing sales price of the Company’s common stock on the date of grant.

Additionally, the Employment Agreement provides that if Ms. Ford’s employment is terminated by the Company without Cause (as defined in the Employment Agreement) or by Ms. Ford for Good Reason (as defined in the Employment Agreement), then she shall be entitled to receive a cash lump-sum payment in an amount equal to 12 months of her annual base salary then in effect, less required deductions and withholdings, and reimbursement of COBRA group health insurance premiums for up to 12 months. In the event Ms. Ford’s employment is terminated by the Company without Cause, or if she resigns for Good Reason within 59 days before, or on or within 12 months following, a Corporate Transaction (as defined in the Employment Agreement), then, in addition to the above benefits, Ms. Ford shall be entitled to receive: (i) a cash lump-sum payment equal to her full target bonus for services to be performed during the year in which the Corporate Transaction occurs, less required deductions and withholdings; and (ii) accelerated vesting of 100% of any outstanding and unvested stock awards held by Ms. Ford at such time.

Ms. Ford has no family relationships with any of the Company’s directors or executive officers, and she has no direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

The foregoing description of the Employment Agreement is only a summary and is qualified in its entirety by reference to the Employment Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ending September 30, 2019.

Item 8.01 Other Events.

On August 12, 2019, the Company issued a press release announcing Ms. Ford’s appointment as Chief Operating Officer. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | Press Release dated August 12, 2019. |

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: August 12, 2019

KURA ONCOLOGY, INC.

By: /s/ Marc Grasso, M.D.

Marc Grasso, M.D.

Chief Financial Officer and Chief Business Officer



**Kura Oncology Announces Appointment of
Kathleen Ford As Chief Operating Officer**

– Appointment enhances leadership team with focus on strategic planning and operational execution –

SAN DIEGO, August 12, 2019 – Kura Oncology, Inc. (Nasdaq: KURA), a clinical-stage biopharmaceutical company focused on the development of precision medicines for the treatment of cancer, today announced the appointment of Kathleen Ford as Chief Operating Officer, effective immediately. Ms. Ford replaces John Farnam, who is stepping down from his position to pursue other interests.

“We are very fortunate to have recruited an operations veteran with Kathy’s experience to Kura at a time when strategic prioritization and operational execution are among our highest priorities,” said Troy Wilson, Ph.D., J.D., President and Chief Executive Officer of Kura Oncology. “Kathy is recognized as a transformational leader who has successfully built and managed clinical operations organizations around the globe. She is a strong, inspirational leader who can help ensure that all functions are working together to accomplish our strategic goals. With three wholly-owned, clinical-stage oncology drug candidates, and our focus on execution across our development-stage pipeline, her addition to our leadership team is well timed. And, while we welcome Kathy, I would also like to thank John for his contributions to Kura. He brought a level of rigor to our planning, decision-making and communication that will continue to benefit the company, and we wish him well in the future.”

Ms. Ford joins Kura with more than 30 years of biopharmaceutical experience supporting pipeline development. She was most recently Senior Vice President, Head of Global Clinical Operations, at Merck Serono, a division of Merck KGaA, where she led clinical and development operations toward successful drug registrations in both the U.S. and Europe. Previously, she served in roles of increasing responsibility at Millennium Pharmaceuticals, most recently as Vice President, Clinical Operations, where she led the global operational management of clinical trial activities in all phases of development. Prior to that, she served as Director of Clinical Operations at Alkermes, where she managed the clinical development for two product approvals. Ms. Ford earned her RN from Massachusetts General Hospital School of Nursing and her BSN from Fitchburg State College.

“I’m delighted to be joining Kura at such a critical stage in the company’s evolution,” said Ms. Ford. “When considering the opportunity, I was impressed by the team and its thoughtful approach to precision medicine. With one registration-directed study underway and the potential for greater depth and breadth across the pipeline, I’m excited by the prospect of helping to bring new treatments to cancer patients in need.”

About Kura Oncology

Kura Oncology is a clinical-stage biopharmaceutical company committed to realizing the promise of precision medicines for the treatment of cancer. The Company's pipeline consists of small molecule drug candidates that target cancer signaling pathways where there is a strong scientific and clinical rationale to improve outcomes by identifying those patients most likely to benefit from treatment. Kura's lead drug candidate is tipifarnib, a farnesyl transferase inhibitor, for which the Company is conducting a registration-directed trial of tipifarnib in recurrent or metastatic patients with HRAS mutant HNSCC. In addition, tipifarnib is being evaluated in multiple other Phase 2 clinical trials in solid tumor and hematologic indications. Kura's pipeline also includes KO-947, an ERK inhibitor, currently in a Phase 1 dose-escalation trial, and KO-539, a menin-MLL inhibitor, which is anticipated to enter into a Phase 1 clinical trial shortly. For additional information about Kura, please visit the Company's website at www.kuraoncology.com.

Forward-Looking Statements

This news release contains certain forward-looking statements that involve risks and uncertainties that could cause actual results to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Such forward-looking statements include statements regarding, among other things, Kura's potential for greater depth and breadth across its pipeline, Kura's ability to bring new treatments to cancer patients in need, and the progress and expected timing of Kura's drug development programs and clinical trials. Factors that may cause actual results to differ materially include the risk that compounds that appeared promising in early research or clinical trials do not demonstrate safety and/or efficacy in later preclinical studies or clinical trials, the risk that Kura may not obtain approval to market its product candidates, uncertainties associated with performing clinical trials, regulatory filings and applications, risks associated with reliance on third parties to successfully conduct clinical trials, the risks associated with reliance on outside financing to meet capital requirements, and other risks associated with the process of discovering, developing and commercializing drugs that are safe and effective for use as human therapeutics, and in the endeavor of building a business around such drugs. You are urged to consider statements that include the words "may," "will," "would," "could," "should," "believes," "estimates," "projects," "promise," "potential," "expects," "plans," "anticipates," "intends," "continues," "designed," "goal," or the negative of those words or other comparable words to be uncertain and forward-looking. For a further list and description of the risks and uncertainties the Company faces, please refer to the Company's periodic and other filings with the Securities and Exchange Commission, which are available at www.sec.gov. Such forward-looking statements are current only as of the date they are made, and Kura assumes no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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