

## Section 1: 8-K (8-K)

**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 18, 2019**

**Mustang Bio, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38191**  
(Commission File Number)

**47-3828760**  
(IRS Employer Identification No.)

**2 Gansevoort Street, 9<sup>th</sup> Floor**  
**New York, NY 10014**  
(Address of Principal Executive Offices)

**(781) 652-4500**  
(Registrant's telephone number, including area code)

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.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

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	MBIO	NASDAQ Global 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).

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 5.07. Submission of Matters to a Vote of Security Holders.**

Mustang Bio, Inc. (“Mustang”) held its annual meeting of stockholders on June 18, 2019 at the offices of its legal counsel, Alston & Bird LLP, 90 Park Avenue, New York, New York 10016 at 3:00 p.m. Eastern Time. Stockholders representing 29,120,794, or 89.69% of the 32,466,310 shares entitled to vote were represented in person or by proxy constituting a quorum. At the annual meeting, the following three proposals were approved: the election of six directors to hold office until the 2020 annual meeting, the ratification of the appointment of BDO USA, LLP as Mustang’s independent registered public accounting firm for the year ending December 31, 2019, and the approval Mustang’s 2019 Employee Stock Purchase Plan. The three proposals are described in detail in Mustang’s definitive proxy statement dated April 30, 2019 for the annual meeting.

**Proposal 1**

The votes with respect to the election of six directors to hold office until the 2020 annual meeting were as follows:

<b>Director</b>	<b>For</b>	<b>% Voted For</b>	<b>Withheld</b>	<b>% Voted Withheld</b>
Michael S. Weiss	13,866,358	86.41%	2,180,459	13.59%
Lindsay A. Rosenwald, M.D.	13,865,850	86.41%	2,180,967	13.59%
Neil Herskowitz	13,552,502	84.46%	2,494,315	15.54%
Manuel Litchman, M.D.	14,210,377	88.56%	1,836,440	11.44%
Adam Chill	14,605,844	91.02%	1,440,973	8.98%
Michael Zelefsky, M.D.	14,605,259	91.02%	1,441,558	8.98%

**Proposal 2**

The votes with respect to the ratification of BDO USA, LLP as Mustang’s independent registered accounting firm for the year ending December 31, 2019 was as follows:

<b>Total Votes For</b>	<b>Total Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
28,860,622	169,671	90,501	0

**Proposal 3**

The votes with respect to the approval of Mustang’s 2019 Employee Stock Purchase Plan was as follows:

<b>Total Votes For</b>	<b>Total Votes Against</b>	<b>Abstentions</b>	<b>Broker Non-Votes</b>
15,911,162	119,177	16,478	13,073,977

In addition, holders of all of Mustang’s issued and outstanding Class A Preferred Stock voted all of their preferred shares in favor of each of the three proposals above.

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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.

Date: June 19, 2019

**Mustang Bio, Inc.**  
(Registrant)

By: /s/ Manuel Litchman, M.D.  
Manuel Litchman, M.D.  
President and Chief Executive Officer

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