

**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): October 13, 2020

Kadmon Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37841
(Commission
File Number)

27-3576929
(I.R.S. Employer
Identification No.)

450 East 29th Street
New York, NY
(Address of principal executive offices)

10016
(Zip Code)

Registrant's telephone number, including area code (833) 900-5366

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:

- 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 \$0.001 per share	KDMN	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule; Transfer of Listing.

On October 13, 2020, Kadmon Holdings, Inc. (the “Company”) provided written notice to the New York Stock Exchange (“NYSE”) that the Company intends to voluntarily delist its shares of common stock, par value \$0.001 per share (“Common Stock”), from NYSE, effective as of the close of trading on October 23, 2020, and transfer the listing of its Common Stock to the Nasdaq Global Select Market (“Nasdaq”). Trading on Nasdaq is expected to commence on the next business day, October 26, 2020. The Company’s Common Stock will continue to trade under the stock symbol “KDMN.”

A copy of the press release issued by the Company in connection with the transfer of the listing of its Common Stock from NYSE to Nasdaq is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

As previously announced, on August 13, 2020, the board of directors (the “Board”) of the Company appointed Nancy Miller-Rich to serve as a director on the Board until her successor is duly elected and qualified, or until her earlier death, resignation or removal. As of the date of her appointment to the Board, it had not yet been determined on which committees of the Board Ms. Miller-Rich would serve. On October 7, 2020, the Board appointed Ms. Miller-Rich to the Science and Technology Committee of the Board, effective immediately.

In addition, the Board appointed Ms. Miller-Rich to serve, effective immediately, on the Belumosudil Launch Oversight Committee of the Board, a committee formed to oversee the potential launch of the Company’s product candidate, belumosudil, the Company’s Rho-associated coiled-coil kinase 2 inhibitor. The Company previously announced on September 30, 2020 the submission of a New Drug Application to the U.S. Food and Drug Administration for belumosudil for the treatment of patients with chronic graft-versus-host disease. The other members of the Board who serve on the Belumosudil Launch Oversight Committee are Cynthia Schwalm, who serves as the chair, and David E. Cohen.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release, dated October 13, 2020, issued by Kadmon Holdings, Inc.

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.

Kadmon Holdings, Inc.

Date: October 13, 2020

/s/ Harlan W. Waksal
Harlan W. Waksal
President and Chief Executive Officer



Kadmon to Transfer U.S. Stock Exchange Listing to Nasdaq

NEW YORK, October 13, 2020 – Kadmon Holdings, Inc. (NYSE: KDMN) announced today that it will voluntarily transfer its stock exchange listing from the New York Stock Exchange (NYSE) to the Nasdaq Global Select Market (“Nasdaq”). The Company will retain the “KDMN” ticker with trading on the Nasdaq expected to begin on October 26, 2020.

“Nasdaq is home to an array of leading, innovative biotechnology companies and is a natural fit for Kadmon. We look forward to leveraging Nasdaq’s market infrastructure and potentially broadening our exposure to new constituents following our inclusion in the Nasdaq Biotechnology Index,” said Harlan W. Waksal, M.D., President and CEO of Kadmon. “We are grateful to the NYSE for their services and support as our listing partner.”

About Kadmon

Kadmon is a clinical-stage biopharmaceutical company that discovers, develops and delivers transformative therapies for unmet medical needs. Our clinical pipeline includes treatments for immune and fibrotic diseases as well as immuno-oncology therapies.

Forward Looking Statements

This press release contains forward-looking statements. Such statements may be preceded by the words “may,” “will,” “should,” “expects,” “plans,” “anticipates,” “could,” “intends,” “targets,” “projects,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negative of these terms or other similar expressions. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. We believe that these factors include, but are not limited to, (i) the initiation, timing, progress and results of our preclinical studies and clinical trials, and our research and development programs; (ii) our ability to advance product candidates into, and successfully complete, clinical trials; (iii) the impact of the COVID-19 pandemic on our business, workforce, patients, collaborators and suppliers, including delays in anticipated timelines and milestones of our clinical trials and on various government agencies who we interact with and/or are governed by; (iv) our reliance on the success of our product candidates; (v) the timing or likelihood of regulatory filings and approvals, especially in light of the COVID-19 pandemic; (vi) our ability to expand our sales and marketing capabilities; (vii) our ability to expand our sales and marketing capabilities; (viii) the commercialization, pricing and reimbursement of our product candidates, if approved; (ix) the implementation of our business model, strategic plans for our business, product candidates and technology; (x) the scope of protection we are able to establish and maintain for intellectual property rights covering our product candidates and technology; (xi) our ability to operate our business without infringing the intellectual property rights and proprietary technology of third parties; (xii) costs associated with defending intellectual property infringement, product liability and other

claims; (xii) regulatory developments in the United States, Europe, and other jurisdictions; (xiii) estimates of our expenses, future revenues, capital requirements and our needs for additional financing; (xiv) the potential benefits of strategic collaboration agreements and our ability to enter into strategic arrangements; (xv) our ability to maintain and establish collaborations; (xvi) the rate and degree of market acceptance of our product candidates, if approved; (xvii) developments relating to our competitors and our industry, including competing therapies; (xviii) our ability to effectively manage our anticipated growth; (xix) our ability to attract and retain qualified employees and key personnel; (xx) our expected use of cash and cash equivalents and other sources of liquidity; (xxi) the potential benefits of any of our product candidates being granted orphan drug designation; (xxii) the future trading price of the shares of our common stock and impact of securities analysts' reports on these prices; (xxiii) our ability to apply unused federal and state net operating loss carryforwards against future taxable income; (xxiv) timing of our listing on Nasdaq; and/or (xxv) other risks and uncertainties. More detailed information about the Company and the risk factors that may affect the realization of forward-looking statements is set forth in the Company's filings with the U.S. Securities and Exchange Commission (the "SEC"), including Kadmon's Annual Report on Form 10-K for the fiscal year ended December 31, 2019. Investors and security holders are urged to read these documents free of charge on the SEC's website at www.sec.gov. The Company assumes no obligation to publicly update or revise its forward-looking statements as a result of new information, future events or otherwise.

Contact Information

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