

**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**

**June 1, 2021**

(Date of Report - date of earliest event reported)

**Aptose Biosciences Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Canada**

(State or Other Jurisdiction of  
Incorporation or Organization)

**001-32001**

(Commission File Number)

**98-1136802**

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

**251 Consumers Road, Suite 1105  
Toronto, Ontario M2J 4R3  
Canada**

(Address of Principal Executive  
Offices)

**M2J 4R3**

(Zip Code)

**(647) 479-9828**

(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 (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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Shares, no par value	APTO	The Nasdaq Stock 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 5.07: Submission of Matters to a Vote of Security Holders**

On June 1, 2021, Aptose Biosciences Inc., or the “Corporation”, held its Annual General Meeting of Shareholders. At the meeting, shareholders voted in favor of all items of business, as indicated below:

***Proposal No. 1—Election of Directors***

The Corporation’s shareholders voted to elect the following persons to the board of directors of the Corporation, each to serve until the 2021 Annual General Meeting:

<u>Nominee</u>	<u>Votes For</u>	<u>% Votes For</u>	<u>Votes Withheld</u>	<u>% Votes Withheld</u>	<u>Broker Non-Votes</u>
Ms. Carol G. Ashe	41,927,965	99.25	317,922	0.75	22,534,570
Dr. Denis Burger	40,351,406	95.52	1,894,481	4.48	22,534,570
Ms. Caroline M. Loewy	31,606,672	74.82	10,639,215	25.18	22,534,570
Dr. Erich Platzer	40,337,583	95.48	1,908,304	4.52	22,534,570
Dr. William G. Rice	41,767,537	98.87	478,350	1.13	22,534,570
Dr. Mark D. Vincent	40,365,017	95.55	1,880,870	4.45	22,534,570
Mr. Warren Whitehead	40,468,725	95.79	1,777,162	4.21	22,534,570

***Proposal No. 2—Appointment of Independent Registered Public Accounting Firm***

The Corporation’s shareholders voted to approve the appointment of KPMG LLP as the independent registered public accounting firm of the Corporation until the next annual shareholders’ meeting or until a successor is named.

<u>Votes For</u>	<u>% Votes For</u>	<u>Vote Against</u>	<u>% Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
64,481,051	99.54	176,792	0.27	122,614	0

***Proposal No. 3—Resolution on adoption of the 2021 Employee Stock Incentive Plan***

The Corporation’s shareholders passed an ordinary resolution authorizing the adoption of the Corporation’s 2021 employee stock incentive plan.

<u>Votes For</u>	<u>% Votes For</u>	<u>Vote Against</u>	<u>% Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
41,252,327	97.65	888,322	2.10	105,238	22,534,570

***Proposal No. 4—Resolution on adoption of the 2021 Employee Stock Purchase Plan***

The Corporation’s shareholders passed an ordinary resolution authorizing the adoption of the Corporation’s 2021 employee stock purchase plan.

<u>Votes For</u>	<u>% Votes For</u>	<u>Vote Against</u>	<u>% Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
41,529,619	98.30	664,897	1.57	51,371	22,534,570

***Proposal No. 5—Resolution on Compensation of Corporations Named Executive Officers***

The Corporation’s shareholders passed an advisory (non-binding) resolution to approve the compensation of the Corporation’s named executive officers.

<u>Votes For</u>	<u>% Votes For</u>	<u>Vote Against</u>	<u>% Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
31,503,494	74.57	10,630,327	25.16	112,066	22,534,570

***Proposal No. 6—Frequency of future “Say on Pay”***

The Corporation’s shareholders passed an advisory (non-binding) resolution to set the frequency of future ‘say on pay’ votes to annual.

<u>Frequency of Say-on-Pay</u>	<u>Votes For</u>	<u>% Votes For</u>	<u>Broker Non-Votes</u>
1 Year	41,374,099	98.13	22,605,013
2 Years	522,865	1.24	22,605,013
3 Years	267,507	0.63	22,605,013

**Item 9.01 Exhibits.**

(d) Exhibits.

Exhibit 99.1. Press release, dated June 1, 2021

## **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: June 1, 2021

### **APTOSE BIOSCIENCES INC.**

By: /s/ Jotin Marango \_\_\_\_\_  
Name: Jotin Marango, Ph.D., M.D.  
Title: Senior Vice President & Chief Financial Officer