

**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 11, 2025

ALX ONCOLOGY HOLDINGS INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-39386

85-0642577
(IRS Employer
Identification No.)

**323 Allerton Avenue,
South San Francisco, California**
(Address of Principal Executive Offices)

(Commission File Number)

94080
(Zip Code)

650-466-7125

(Registrant's Telephone Number, Including Area Code)

Not applicable

(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	ALXO	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.

Appointment of Director

On September 11, 2025, Barbara Klencke, M.D. provided notice that she would resign as a member of the Board of Directors (the “Board”) of ALX Oncology Holdings Inc. (the “Company”) and all committees thereof effective September 17, 2025, in connection with the managerial changes referenced in Item 8.01 below. Dr. Klencke’s resignation did not result from any disagreements with the Board or the Company.

Additionally, on September 11, 2025, the Board agreed to re-appoint Alan Sandler, M.D. to the Board, to serve as a Class II director for a term expiring at the 2028 annual meeting of stockholders, to be effective September 26, 2025. The appointment was made based upon the recommendation of the Corporate Governance and Nominating Committee of the Board. Dr. Sandler previously served on the Board in 2024. For Dr. Sandler’s biographical information, see the disclosure included under the heading “Executive Officers” included in the Company’s definitive proxy statement for the 2025 annual meeting of the stockholders, filed with the U.S. Securities and Exchange Commission on April 21, 2025, which disclosure is incorporated by reference herein. As an outside director, Dr. Sandler will be eligible for the compensation described in the Company’s outside director compensation policy as may be in effect from time to time. There are no arrangements or understandings between Dr. Sandler and any other person pursuant to which he was selected to serve on the Board. Other than his employment relationship with the Company, there are no transactions in which the Company or any of its subsidiaries is a party and in which Dr. Sandler has a material interest subject to disclosure under Item 404(a) of Regulation S-K.

Item 8.01 Other Events.

Nasdaq Minimum Bid Price Compliance

On September 4, 2025, the Company notified The Nasdaq Stock Market LLC (“Nasdaq”) that the Company had regained compliance with the minimum bid price requirement under the Nasdaq Listing Rules which requires that the closing price per share of the Company’s common stock must be at least \$1.00 per share for a minimum of ten consecutive business days, as described in the Form 8-K filed on April 25, 2025. For the ten consecutive business days, from August 21 through September 4, 2025, the closing bid price of the Company’s common stock had been at \$1.00 per share or greater.

Management Updates

On September 11, 2025, Alan Sandler, M.D., informed the Company of his resignation as Chief Medical Officer of the Company, effective September 26, 2025, in order to pursue other professional opportunities. As noted above, Dr. Sandler will return to his role as a director of the Company and remain heavily involved with the Company following his transition.

In connection with Dr. Sandler’s resignation and to facilitate an orderly transition, effective September 17, 2025, Barbara Klencke, M.D., will assume the role of consulting interim Chief Medical Officer of the Company pursuant to a customary consulting agreement on a full-time basis.

Board Governance Updates

In connection with the Board and management changes referenced above, the Board approved the following composition of committees of the Board:

Audit Committee

Rekha Hemrajani, Chair; Daniel Curran, M.D.; and Scott Garland

Compensation Committee

Corey Goodman, Ph.D., Chair; Scott Garland; and Chris Takimoto, M.D., Ph.D., F.A.C.P.

Corporate Governance and Nominating Committee

Scott Garland, Chair; Daniel Curran, M.D.; and Rekha Hemrajani

The Board also determined to pause the activities of the Research and Development Committee until further determination. In appointing Dr. Curran to the Audit Committee, the Board determined that Dr. Curran qualifies as independent under the director independence standards set forth in the rules and regulations of the Securities and Exchange Commission and the applicable listing standards of the Nasdaq Stock Market. Dr. Curran also satisfies the additional requirements of financial literacy and

audit committee independence for audit committee service under the applicable rules and regulations of the SEC and the listing standards of Nasdaq.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated September 12, 2025.
104	Cover Page Interactive Data File (formatted as Inline XBRL)

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.

ALX ONCOLOGY HOLDINGS INC.

Date: September 12, 2025

By: /s/ Harish Shantharam
Harish Shantharam
Chief Financial Officer



ALX Oncology Appoints Board Member Barbara Klencke, M.D., as Interim Chief Medical Officer

- *Dr. Barbara Klencke is an accomplished clinical leader with a distinguished track record in oncology drug development who currently serves on the Company’s Board of Directors and will step down from the Board to join ALX as Interim Chief Medical Officer*
- *Alan Sandler, M.D. resigns as Chief Medical Officer and will return to his position serving on the Company’s Board of Directors*

SOUTH SAN FRANCISCO, Calif., September 12, 2025 – ALX Oncology Holdings Inc., (“ALX Oncology” or “the Company”) (Nasdaq: ALXO), a clinical-stage biotechnology company advancing a pipeline of novel therapies designed to treat cancer and extend patients’ lives, today announced the appointment of Dr. Klencke to the role of Interim Chief Medical Officer (CMO) on a full-time basis. Dr. Alan Sandler is departing from the role of CMO and will return to his former position on the ALX Oncology Board of Directors (BOD), where he previously served.

“Dr. Barbara Klencke’s extensive expertise in driving cancer innovation is evidenced by her substantial contributions to the development and approval of numerous first-in-class therapies, making her well positioned to lead the execution of our Company’s near and longer-term milestones,” said Jason Lettmann, Chief Executive Officer at ALX Oncology. “As a current member of our BOD, she can immediately step into the Interim CMO role to implement our focused development strategy across both the evorpaccept and ALX2004 clinical programs. Barbara brings a track record of success with early-stage companies having served as the CMO of Sierra Oncology from 2015 through its acquisition by GlaxoSmithKline (GSK) in 2022. We also thank Alan for his instrumental role as CMO and look forward to his continued contributions to the Company as he returns to his role as a Director on our Board.”

“As a member of ALX Oncology’s Board, I’ve witnessed firsthand the remarkable progress across both the evorpaccept and ALX2004 clinical programs,” said Dr. Klencke. “As I step into my new role as Interim CMO, I look forward to working alongside this experienced leadership team as they continue the development of their highly differentiated CD47 blocker and novel epidermal growth factor receptor (EGFR)-targeted antibody-drug conjugate (ADC). I am excited to drive these molecules forward and deliver on ALX’s commitment to bring clinically meaningful innovation to patients in need.”

An ALX Board member since January 2025, Dr. Klencke has more than 30 years of experience in patient care, academic and scientific research, and clinical drug development in hematology and oncology. She has deep R&D expertise and has made significant contributions to the development, approval and commercialization of numerous oncology products through various executive leadership roles at a range of small, mid-sized and large biotech companies including Sierra Oncology (acquired by GSK), Onyx Pharmaceuticals (acquired by Amgen) and Genentech, a member of the Roche Group. Prior to entering the biotechnology industry, Dr. Klencke served as an Assistant Clinical Professor of Medicine, Division of Hematology and Oncology, at the University of California, San Francisco, where she previously completed her training in hematology, oncology and internal medicine. She holds a Bachelor of Science degree from Indiana University and an M.D. from the University of California, Davis. In addition to ALX Oncology, Dr. Klencke is an independent board director of Xencor and TScan Therapeutics.

About ALX Oncology

ALX Oncology (Nasdaq: ALXO) is a clinical-stage biotechnology company advancing a pipeline of novel therapies designed to treat cancer and extend patients' lives. ALX Oncology's lead therapeutic candidate, evorpacept, has demonstrated potential to serve as a cornerstone therapy upon which the future of immuno-oncology can be built. Evorpacept is currently being evaluated across multiple ongoing clinical trials in a wide range of cancer indications. ALX Oncology's second pipeline candidate, ALX2004, is a novel EGFR-targeted antibody-drug conjugate with a differentiated mechanism of action and entered the clinic in a Phase 1 trial in August 2025. More information is available at www.alxoncology.com and on LinkedIn @ALX Oncology.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. Forward-looking statements include statements regarding future results of operations and financial position, business strategy, product candidates, planned preclinical studies and clinical trials, results of clinical trials, research and development costs, regulatory approvals, timing and likelihood of success, plans and objectives of management for future operations, as well as statements regarding industry trends. Such forward-looking statements are based on ALX Oncology's beliefs and assumptions and on information currently available to it on the date of this press release. Forward-looking statements may involve known and unknown risks, uncertainties and other factors that may cause ALX Oncology's actual results, performance or achievements to be materially different from those expressed or implied by the forward-looking statements. These and other risks are described more fully in ALX Oncology's filings with the Securities and Exchange Commission ("SEC"), including ALX Oncology's Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and other documents ALX Oncology files with the SEC from time to time. Except to the extent required by law, ALX Oncology undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

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