

---

---

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): **November 26, 2018**

**Heat Biologics, Inc.**

*(Exact name of registrant as specified in charter)*

**Delaware**

*(State or other jurisdiction of incorporation)*

**001-35994**

*(Commission File Number)*

**26-2844103**

*(IRS Employer Identification No.)*

**801 Capitola Drive**

**Durham, NC 27713**

*(Address of principal executive offices and zip code)*

**(919) 240-7133**

*(Registrant's telephone number including area code)*

**N/A**

*(Former Name and Former Address)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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))

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 checkmark 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 8.01. Other Events.**

On November 26, 2018, Heat Biologics, Inc. (the “Company”) issued a press release announcing the closing of its previously announced underwritten public offering of 9,200,000 shares of its common stock (inclusive of 1,200,000 shares of common stock subject to the over-allotment option granted to AGP (as defined below), which was exercised in full) together with warrants to purchase up to 4,600,000 shares of its common stock (inclusive of warrants to purchase up to 600,000 shares of common stock subject to the over-allotment option granted to AGP, which was exercised in full) at a combined price to the public of \$1.50. A.G.P./Alliance Global Partners acted as the sole book-running manager for this offering (“AGP”). The warrants have an exercise price of \$1.65, are exercisable upon issuance and expire five years from the date of issuance. Gross proceeds to the Company from this offering are approximately \$13,800,000 before deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibit is filed with this Current Report on Form 8-K:

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release of Heat Biologics, Inc. dated November 26, 2018</a>

**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.

Dated: November 26, 2018

HEAT BIOLOGICS, INC.

By: /s/ Jeffrey Wolf  
Name: Jeffrey Wolf  
Title: Chairman, President and  
Chief Executive Officer

---

## EXHIBIT INDEX

Exhibit Number	Description
99.1	<a href="#">Press Release of Heat Biologics, Inc. dated November 26, 2018</a>



## Heat Biologics, Inc. Announces Closing of \$13,800,000 Public Offering

**DURHAM, NC – November 26, 2018 – Heat Biologics, Inc. (“Heat”) (NASDAQ: HTBX)**, a biopharmaceutical company developing drugs designed to activate a patient’s immune system against cancer, today announced the closing of its previously announced underwritten public offering of 8,000,000 shares of its common stock together with warrants to purchase 4,000,000 shares of its common stock at a combined price to the public of \$1.50. The warrants have an exercise price of \$1.65, are exercisable upon issuance and expire five years from the date of issuance. In addition, the underwriter exercised the over-allotment option to purchase an additional 1,200,000 shares of common stock and warrants to purchase 600,000 shares of common stock. Gross proceeds to Heat from this offering are approximately \$13,800,000 before deducting underwriting discounts and commissions and other estimated offering expenses payable by Heat.

A.G.P./Alliance Global Partners acted as the sole book-running manager for the offering.

CIM Securities, LLC acted as a financial advisor to Heat Biologics in connection with the offering.

The securities described above were offered by Heat Biologics, Inc. pursuant to a registration statement on Form S-3 (No. 333-221201) previously filed with the U.S. Securities and Exchange Commission ("SEC") and declared effective on November 13, 2017. A final prospectus supplement and accompanying prospectus relating to the offering was filed with the SEC and is available on the SEC’s website at <http://www.sec.gov>. Electronic copies of the final prospectus supplement and accompanying prospectus may be obtained from A.G.P./Alliance Global Partners, 590 Madison Avenue, 36th Floor, New York, NY 10022 or via telephone at 212-624-2006 or email: [prospectus@alliancecg.com](mailto:prospectus@alliancecg.com).

This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### **About Heat Biologics**

Heat Biologics is a biopharmaceutical company developing immunotherapies designed to activate a patient’s immune system against cancer using of CD8+ “Killer” T-cells. Our T-Cell Activation Platform (TCAP) produces therapies designed to turn “cold” tumors “hot” and be administered in combination with checkpoint inhibitors and other immuno-modulators to increase their effectiveness. HS-110 is our first biologic product candidate in a series of proprietary immunotherapies designed to stimulate a patient’s own T-cells to attack cancer. Our *ComPACT*<sup>™</sup> technology is a dual-acting immunotherapy designed to deliver T-cell activation and co-stimulation in a single product. We are currently enrolling patients in our Phase 2 clinical trial for advanced non-small cell lung cancer, in combination with Bristol-Myers Squibb’s nivolumab (Opdivo®). Pelican Therapeutics, a subsidiary of Heat, is focused on the development of co-stimulatory monoclonal antibody and fusion protein-based therapies designed to activate the immune system. We also have numerous pre-clinical programs at various stages of development. For more information, please visit [www.heatbio.com](http://www.heatbio.com).

---

### **Forward Looking Statements**

This press release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 on our current expectations and projections about future events. In some cases, forward-looking statements can be identified by terminology such as “may,” “should,” “potential,” “continue,” “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates,” and similar expressions. These statements are based upon current beliefs, expectation, and assumptions and include statements regarding the public offering as well as Heat's ongoing clinical programs and potential licensing or acquisition of assets. These statements are subject to a number of risks and uncertainties, many of which are difficult to predict, including market conditions, whether the proposed offering is completed, the satisfaction of customary closing conditions related to the proposed offering, the success of Heat's clinical programs, the ability to locate suitable licensing and acquisition targets, and the other factors described in Heat's filings with the SEC. The information in this release is provided only as of the date of this release, and Heat undertakes no obligation to update any forward-looking statements contained in this release based on new information, future events, or otherwise, except as required by law.

### **Media and Investor Relations Contact**

Heat Biologics

+1 919 289 4017

[investorrelations@heatbio.com](mailto:investorrelations@heatbio.com)