

**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): April 9, 2021

**LIXTE BIOTECHNOLOGY HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation)

001-51476  
(Commission  
File Number)

20-2903526  
(I.R.S. Employer  
Identification Number)

248 Route 25A, No. 2  
East Setauket, New York 11733  
(Address of principal executive offices)

(631) 830-7092  
(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 (See General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act of 1933 (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(e) under the Exchange Act (17 CFR 240.13e-4(e))

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	LIXT	The Nasdaq Stock Market, LLC
Warrants to Purchase Common Stock, par value \$0.0001 per share	LIXTW	The Nasdaq Stock Market, LLC

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

On April 9, 2021, Winson Sze Chun Ho resigned from the Company's Board of Directors (the "Board") to focus on clinical and pre-clinical cancer research in academic medicine. Dr Ho's decision to resign from the Board was not due to any disagreement with the Company on any matter relating to the Company's operations, policies or practices. At a Board meeting on April 9, 2021 (the "Board Meeting"), the Board appointed Dr. Stephen Forman, a current independent Board member, to replace Dr. Ho as a member of the Audit Committee

At the Board Meeting, the Board appointed Gil N Schwartzberg to fill the vacancy created by Dr. Ho's resignation. Mr. Schwartzberg has been a consultant to the Company since its founding. Previously, Mr. Schwartzberg was Chairman of the Board, President and Chief Executive Officer of the City of Hope National Medical Center, one of the nation's leading biomedical research and treatment facilities and a National Cancer Institute (NCI) Comprehensive Cancer Center. Mr. Schwartzberg is the only person in the hundred-plus-year history of City of Hope to have served as both Chairman of the Board and Chief Executive Officer. Mr. Schwartzberg is now City of Hope Chairman Emeritus for life.

Prior to his joining the City of Hope, Mr. Schwartzberg was Vice Chairman of the Board of Directors of Sterling Bank of Los Angeles, of which he was a founder, and where he served for many years as the Chairman of the Loan Committee until the bank's sale. Additionally, Mr. Schwartzberg was a founding shareholder of Skechers USA, Inc. (NYSE: SKX). Mr. Schwartzberg is currently a consultant to Skechers and both trustee and co-trustee of trusts that hold the controlling interest in Skechers USA, Inc. Mr. Schwartzberg earned a Juris Doctorate awarded *magna cum laude*. Mr. Schwartzberg practiced law, specializing in business structure and transactions, and remains a member in good standing of the California Bar.

At the Board Meeting, the Board approved the following compensation for the Board's outside directors (the "Board Package").

Cash Compensation (payable quarterly):

Base director compensation - \$20,000 per year  
Chairman of audit committee - additional \$10,000 per year  
Chairman of any other committees - additional \$5,000 per year  
Member of audit committee - additional \$5,000 per year  
Member of any other committees - additional \$2,500 per year

Equity Compensation:

Appointment of new director – options for 250,000 shares of common stock, exercisable at closing market price on date of grant for a period of five years, vesting 50% on the grant date and the remainder vesting 12.5% on the last day of each subsequent calendar quarter-end until fully vested.

Annual grant of stock options to outside directors (commencing during calendar 2021) – options to purchase 100,000 shares of common stock at the closing market price on the earlier of the date of the annual meeting of shareholders or the last business day of the month ending June 30, vesting 12.5% on the last day of each subsequent calendar quarter-end until fully vested.

Pursuant to the adoption of the Board Package, Mr. Schwartzberg was granted options exercisable for a period of five years to purchase 250,000 shares of the Company's common stock at an exercise price of \$3.20 per share vesting as set forth above.

At the Board Meeting, the Board approved an increase in annual compensation to each of Robert Weingarten, the Company's Chief Financial Officer, Dr. James Miser, the Company's Chief Medical Officer, and Eric Forman, the Company's Chief Administrative Officer, to \$175,000 effective May 1, 2021.

**Item 8.01. Other Events.**

On April 13, 2021, the Company issued a press release regarding the appointment of Gil N Schwartzberg to the Company's Board of Directors.

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

(d) There is filed as part of this report the exhibit listed on the accompanying Index to Exhibits, which exhibit is incorporated herein by reference.

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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: April 13, 2021

LIXTE BIOTECHNOLOGY HOLDINGS, INC.

By: /s/ JOHN S. KOVACH

John S. Kovach, Chief Executive Officer

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INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Press Release regarding the appointment of Gil N Schwartzberg to the Board of Directors</u></a>

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### **Lixte Biotechnology Holdings, Inc. Announces the Appointment of Gil N Schwartzberg to its Board of Directors**

EAST SETAUKET, New York, April 13, 2021 - Lixte Biotechnology Holdings, Inc. ("Lixte" or the "Company") ([Nasdaq: LIXT](#)), a clinical-stage drug discovery company developing pharmacologically active drugs for use in cancer treatment, announced the appointment of Gil N Schwartzberg to its Board of Directors. Mr. Schwartzberg is filling a vacancy created by the resignation of Winson (Sze Chun) Ho, M.D.

Dr. John S. Kovach, the Founder and Chief Executive Officer of Lixte, commented, "Gil Schwartzberg has played an important role advising and supporting Lixte since its inception. We are pleased to be welcoming Mr. Schwartzberg to our Board of Directors."

Dr. Kovach continued, "Dr. Ho is leaving the Lixte Board of Directors to focus his talents and expertise on clinical and pre-clinical cancer research in academic medicine. Dr. Ho has served Lixte with distinction and we wish him great success in his future endeavors."

Gil N Schwartzberg, JD, ScD (hon) has been a consultant to Lixte since its founding. Previously, Mr. Schwartzberg was Chairman of the Board, President and Chief Executive Officer of the City of Hope National Medical Center, one of the nation's leading biomedical research and treatment facilities and a National Cancer Institute (NCI) Comprehensive Cancer Center. Mr. Schwartzberg is the only person in the hundred-plus-year history of City of Hope to have served as both Chairman of the Board and Chief Executive Officer. Mr. Schwartzberg is now City of Hope Chairman Emeritus for life.

Prior to his joining the City of Hope, Mr. Schwartzberg was Vice Chairman of the Board of Directors of Sterling Bank of Los Angeles, of which he was a founder, and where he served for many years as the Chairman of the Loan Committee until the bank's sale. Additionally, Mr. Schwartzberg was a founding shareholder of Skechers USA, Inc. (NYSE: SKX). Mr. Schwartzberg is currently a consultant to Skechers and both trustee and co-trustee of trusts that hold the controlling interest in Skechers USA, Inc.

Mr. Schwartzberg earned a Juris Doctorate awarded *magna cum laude*. Mr. Schwartzberg practiced law, specializing in business structure and transactions and remains a member in good standing of the California Bar. Mr. Schwartzberg is the author of two books: *Warning! Toxic Business Mistakes and How to Avoid Making Them* and *Jane Austen's Persuasion Annotated, a Royal Navy Reading Companion*.

### **About Lixte Biotechnology Holdings, Inc.**

Lixte Biotechnology Holdings, Inc. ([Nasdaq: LIXT](#)) is a clinical-stage pharmaceutical company dedicated to discovering drugs for more effective treatments for many forms of cancer and other serious common diseases. A major driver of cancer is defects in the switches that turn the biochemical pathways in cells on and off. Most cancer research over the past 30 years has focused on the "on" switches because the "off" switches, especially the master "off" switch protein phosphatase (PP2A), were believed to cause intolerable toxicity in patients. Lixte has achieved a breakthrough with its novel, first-in-class lead compound, PP2A inhibitor LB-100, by demonstrating that it is readily tolerated in cancer patients at dose levels associated with anti-cancer activity. This innovative approach encourages cancer cells, damaged by chemo or other cancer therapies, to continue to replicate before repairing the damage, leading to the more efficient death and elimination of those cells from the body. Lixte has partnered with top medical institutions and leading academic research centers to advance the clinical development of its compounds. Lixte's LB-100 lead compound, of which there are no competitors known to Lixte, is being tested in three clinical cancer treatment studies, with others in planning. Additional information on Lixte and its research activities is available at [www.lixte.com](http://www.lixte.com).

### **Forward-Looking Statements**

This announcement contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, and Section 21E of the Securities Exchange Act of 1934. For example, statements regarding the Company's financial position, business strategy and other plans and objectives for future operations, and assumptions and predictions about future product demand, supply, manufacturing, costs, marketing and pricing factors are all forward-looking statements. These statements are generally accompanied by words such as "intend," "anticipate," "believe," "estimate," "potential(ly)," "continue," "forecast," "predict," "plan," "may," "will," "could," "would," "should," "expect" or the negative of such terms or other comparable terminology. The Company believes that the assumptions and expectations reflected in such forward-looking statements are reasonable, based on information available to it on the date hereof, but the Company cannot provide assurances that these assumptions and expectations will prove to have been correct or that the Company will take any action that the Company may presently be planning. However, these forward-looking statements are inherently subject to known and unknown risks and uncertainties. Actual results or experience may differ materially from those expected or anticipated in the forward-looking statements. Factors that could cause or contribute to such differences include, but are not limited to, regulatory policies, available cash, research results, competition from other similar businesses, and market and general economic factors. This discussion should be read in conjunction with the Company's filings with the United States Securities and Exchange Commission at <http://www.sec.gov/edgar.shtml>.

### **Lixte Contact:**

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