

**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): May 11, 2021

LIXTE BIOTECHNOLOGY HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

000-51476
(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(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 \$0.0001 per share	LIXT	The Nasdaq Stock Market (Capital Market)
Warrants to purchase Common Stock, par value \$0.0001 per share	LIXTW	The Nasdaq Stock Market (Capital Market)

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

On May 11, 2021, the Company's Board of Directors (the "Board") appointed Regina Brown to the Board as an additional independent director. Ms. Brown will also serve as a member of the Audit Committee of the Board, replacing Stephen Forman and as its Chairman and replacing Philip Palmedo, who will continue as a member of the Audit Committee.

Ms. Brown has been a practicing accountant for over thirty years. Currently, her practice has a wide range of clients, varying in size, industry and geographic locations. They include large national corporations listed on the New York Stock Exchange, as well as Southern California businesses. Other clients consist of professionals, wholesalers and high net worth individuals. Many of her clients have international and cross-border operations.

As a consequence of her depth of experience, she regularly assists other professionals with their client's issues and performs tax research and analysis in connection with litigation and other matters including marital dissolution, tax and accounting with respect to mergers and acquisitions, implementation of internal controls, and extensive work in the area of trusts and estates. In addition, international tax matters and compliance have become a significant part of her practice. Ms. Brown is a member in good standing of the California Society of CPAs and the American Institute of Certified Public Accountants and has appeared as a speaker before both organizations.

As a new director, Ms. Brown has been granted an option to purchase 250,000 shares of common stock exercisable at \$2.80 per share, the closing price of the Company's common stock as of May 11, 2021, 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.

Item 8.01. Other Events.

On May 12, 2021, the Company issued a press release regarding the appointment of Regina Brown to the Company's Board.

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.

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: May 14, 2021

LIXTE BIOTECHNOLOGY HOLDINGS, INC.

By: /s/ JOHN S. KOVACH

John S. Kovach, Chief Executive Officer

3

INDEX TO EXHIBITS

Exhibit No. **Description**

99.1 [Press Release regarding the appointment of Regina Brown to the Board of Directors](#)

4



LIXTE BIOTECHNOLOGY HOLDINGS, INC. ANNOUNCES THE APPOINTMENT OF REGINA BROWN TO ITS BOARD OF DIRECTORS

EAST SETAUKET, NY — (May 12, 2021) — Lixte Biotechnology Holdings, Inc. (Nasdaq: LIXT) today announced the appointment of Regina Brown, CPA to its board of directors. She will serve as an independent director and audit committee chair.

Dr. John S. Kovach, Founder and CEO of Lixte, said “We are pleased to welcome Regina to our board of directors. We look forward to benefiting from her decades of experience in public accounting. As our company expands, her expertise in compliance, taxation and internal control implementation is a valuable addition to our board of directors.”

Ms. Brown began her accounting practice over 30 years ago. Currently, her practice has a wide range of clients, varying in size, industry, and geographic locations. They include large national corporations listed on the New York Stock Exchange, as well as smaller regional businesses. Other clients consist of professionals, wholesalers, and high net worth individuals. Many of her clients have international and cross-border operations.

As a consequence of her depth of experience, she regularly assists other professionals with their clients’ issues and performs tax research and analysis in connection with litigation and other matters including tax and accounting with respect to mergers and acquisitions and implementation of internal controls. In addition, international tax matters and compliance have become a significant part of her practice. She is a member in good standing of California Society of CPAs and the American Institute of Certified Public Accountants.

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 doses 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. The LB-100 compound, of which there are no competitors known to Lixte, is being tested in three clinical cancer treatment studies with others in planning. 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 sec.gov/edgar.shtml.

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