
**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): December 16, 2019

SORRENTO THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

**Delaware
(State or Other Jurisdiction
of Incorporation)**

**001-36150
(Commission
File Number)**

**33-0344842
(IRS Employer
Identification No.)**

**4955 Directors Place
San Diego, CA 92121
(Address of Principal Executive Offices) (Zip Code)**

Registrant's telephone number, including area code: (858) 203-4100

**N/A
(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))

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.

Securities Registered pursuant to Section 12(b) of the Act:

Title of each class
Common Stock, \$0.0001 par value

Trading Symbol
SRNE

Name of each exchange on which registered
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.

Effective December 16, 2019, the Board of Directors (the “Board”) of Sorrento Therapeutics, Inc. (the “Company”) appointed Dr. Robin L. Smith as a director of the Company.

Dr. Robin L. Smith, age 55, has served as partner of BRM Holdings, LLC, a consulting firm, since March 2015. In 2007, Dr. Smith founded The Stem for Life Foundation (SFLF), a nonprofit organization, and has served as Chairman of the Board and President of the Stem for Life Foundation since its inception. The Stem for Life Foundation is now part of the Cura Foundation of which Dr. Smith serves as Chairman of the Board and President. She has been Vice President of the Science and Faith STOQ Foundation in Rome since 2015 and has served as a member of its Board of Directors since 2012. She also co-founded Spiritus Therapeutics, Inc. in 2018 and serves as President and Chairman of the Board. In addition, Dr. Smith has extensive experience serving in executive and board level capacities for various medical enterprises and healthcare-based entities. From 2006 to 2015, Dr. Smith served as Chairman and CEO of Caladrius Biosciences, Inc. (formerly NeoStem Inc.) (Nasdaq: CLBS). She has been Chairman of the board of directors of Mynd Analytics, Inc. (Nasdaq: MYND) since August 2015 and has served on the board of directors of Rockwell Medical, Inc. (Nasdaq: RMTI) since June 2016, on the board of Seelos Therapeutics, Inc. (Nasdaq: SEEL) since January 2019 and on the board of directors of Celularity, Inc. since August 2019. She has been a member of the Board of Overseers at the NYU Langone Medical Center in New York since 2014, a member of the International Board of Sanford Health since 2016, co-chairman of the Life Sci advisory board on gender diversity since April 2016, a member of the board of directors of Alliance for Regenerative Medicine (ARM) Foundation since 2017 and a co-founder and member of the board of directors of Unite to Prevent Cancer Foundation since 2018. She has served as a voluntary Clinical Associate Professor in the Department of Medicine at the Rutgers, New Jersey Medical School since 2017. She served on the Board of Trustees of the NYU Langone Medical Center from 2006 to 2014 and was on the board of directors of Signal Genetics, Inc. (Nasdaq: SGNL) from July 2014 to February 2016, BioXcel Corporation from August 2015 to June 2017 and ProLung Inc. from February 2017 to July 2018. Dr. Smith received her M.D. from Yale University, an M.B.A. from the Wharton School of Business and a B.A. from Yale University.

On December 16, 2019, Dr. Smith was granted an option to purchase 75,000 shares of the Company’s common stock that will vest on a monthly basis over 12 months. The option has an exercise price of \$3.95 per share, the closing price of the Company’s common stock on the date of grant. As a non-employee director, Dr. Smith will also be entitled to receive the Company’s standard cash retainers for membership on the Board and any committees of the Board, as disclosed under “Outside Director Compensation Policy” in the Company’s definitive proxy statement for its 2019 Annual Meeting of Stockholders on Schedule 14A filed with the Securities and Exchange Commission (the “SEC”) on August 14, 2019.

The Company also entered into an indemnification agreement with Dr. Smith in the same form as its standard form of indemnity agreement with its other directors.

There are no family relationships between Dr. Smith and any director or executive officer of the Company, and she was not selected by the Board to serve as a director pursuant to any arrangement or understanding with any person.

The following are descriptions of transactions or series of transactions since January 1, 2018, or any currently proposed transaction, to which the Company has been a party, in which the amount involved in the transaction or series of transactions exceeds \$120,000 and in which Dr. Smith had or will have a direct or indirect material interest, other than compensation arrangements that are described above:

Fourth International Vatican Conference

In April 2018, the Vatican’s Pontifical Council for Culture, the Cura Foundation, the Science and Faith STOQ Foundation and the Stem for Life Foundation hosted the Fourth International Vatican Conference (the “Conference”) regarding advancing breakthrough technologies and disseminating knowledge that improves human health, prevents disease, protects the environment and considers cultural, religious and societal implications. The Company donated approximately \$300,000 to the Cura Foundation in support of the Conference.

In preparation for the Conference, BRM Holdings, LLC entered into a contract with the Cura Foundation to assist with the Conference (the “BRM-Cura Contract”). Dr. Smith is the Chairman of the Board and President of both the Cura Foundation and the Stem for Life Foundation. She does not receive any remuneration or benefits from the Cura Foundation or the Stem for Life Foundation and is not an employee of the Cura Foundation or the Stem for Life Foundation. Dr. Smith is also the Vice President of the Science and Faith STOQ Foundation. Dr. Smith does not receive any remuneration or benefits from the Science and Faith STOQ Foundation. Dr. Smith is also a partner of BRM Holdings, LLC. Pursuant to the BRM-Cura Contract, the Cura Foundation paid BRM Holdings, LLC approximately \$185,000 for services thereunder, of which Dr. Smith received approximately \$92,500 before expenses.

On December 16, 2019, the Company issued a press release announcing the appointment of Dr. Smith to the Board. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press release dated December 16, 2019.](#)

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.

SORRENTO THERAPEUTICS, INC.

Date: December 20, 2019

By: /s/ Henry Ji, Ph.D.
Name: Henry Ji, Ph.D.
Title: Chairman of the Board, President and Chief
Executive Officer



FOR IMMEDIATE RELEASE

December 16th, 2019

SORRENTO ANNOUNCES DR. ROBIN SMITH AS NEW MEMBER OF THE BOARD OF DIRECTORS

SAN DIEGO, December 16th, 2019/GlobeNewswire/ -- Sorrento Therapeutics, Inc. (Nasdaq: SRNE, "Sorrento") announced today that Robin L. Smith, MD, MBA has been appointed to its Board of Directors.

Dr. Smith is a business leader, entrepreneur, medical doctor, author and philanthropist who has held various C-Suite and board positions in the biopharmaceutical industry. Her experience includes significant contributions on numerous board committees for public medical, digital and health care entities. She currently serves on the boards of directors of Celularity, Inc., a pioneer company focused on cancer and regenerative medicine, Seelos Therapeutics, Inc. (NASDAQ: SEEL), Spiritus Therapeutics, which she co-founded, the International Board of Sanford Health, and is the Chairman, President and founder of the Cura Foundation.

Dr. Smith has been recognized for her extensive leadership in the biopharmaceutical industry winning an array of industry awards and business recognitions. She received the Regenerative Medicine Foundation (RMF) 2019 Stem Cell and Regenerative Medicine Action Award for International Diplomacy in 2019, the 2018 HEALinc Future Health Humanitarian Award, the Business Intelligence Group's Woman of the Year Award in 2018 and the 2018 Gold Stevie® Award for Woman of the Year (Government or Non-Profit). In April 2016, Pope Francis awarded Dr. Smith Dame Commander with Star Pontifical Equestrian Order of Saint Sylvester Pope and Martyr and was awarded the Lifetime Achievement in Healthcare and Science by The National Museum of Catholic Art and Library. Dr. Smith is a 2016 recipient of the Women of Power and Influence Awards and winner of the 2014 Brava Award.

She received her B.A. degree from Yale University and her M.D. degree from the Yale School of Medicine. Dr. Smith holds an M.B.A. degree from the Wharton School of Business and completed the Stanford University Directors Program and received an honorary Doctor of Science degree from Thomas Jefferson Medical College

"Sorrento is an exciting clinical stage, antibody-centric, biopharmaceutical company with unique assets and a commendable commitment to developing new therapies for individuals with life threatening illnesses. The company has an incredibly talented management team and innovative scientists. I am honored to join their board and appreciate the opportunity to work with the team and other board members," commented Dr. Smith.

Dr. Henry Ji, Chairman and CEO, commented, “We are very excited to have Robin join our board. She brings deep medical, business knowledge and diversity at a critical time for our company. I believe Dr. Smith will be an invaluable addition to our board and can be a great contributor to a bright future for Sorrento Therapeutics.”

About Sorrento Therapeutics, Inc.

Sorrento is a clinical stage, antibody-centric, biopharmaceutical company developing new therapies to turn malignant cancers into manageable and possibly curable diseases. Sorrento's multimodal multipronged approach to fighting cancer is made possible by its extensive immuno-oncology platforms, including key assets such as fully human antibodies (“G-MAB™ library”), antibody-drug conjugates (“ADC”) as well as CAR-T and oncolytic virus (“Seprehvir®”).

Sorrento's commitment to life-enhancing therapies for cancer patients is also demonstrated by its effort to advance a first-in-class (TRPV1 agonist) RTX and ZTlido®. RTX is completing a phase IB trial in terminal cancer patients. ZTlido® was approved by US FDA on February 28, 2018.

For more information visit www.sorrentotherapeutics.com

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Media and Investor Relations

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ZTlido® and G-MAB™ are trademarks owned by Scilex Pharmaceuticals Inc. and Sorrento, respectively.

Seprehvir®, is a registered trademark of Virttu Biologics Limited, a wholly owned subsidiary of TNK Therapeutics, Inc. and part of the group of companies owned by Sorrento Therapeutics, Inc.

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