

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 14, 2024

Intensity Therapeutics, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-41109
(Commission File Number)

46-1488089
(IRS Employer
Identification No.)

1 Enterprise Drive, Suite 430
Shelton, CT
(Address of Principal Executive Offices)

06484-4779
(Zip Code)

(203) 221-7381
(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 (see General Instructions A.2. below):

- 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 Exchange on Which Registered:
Common Stock, \$0.0001 par value per share	INTS	The Nasdaq Stock Market LLC

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.

On May 14, 2024, the Board of Directors (the “Board”) of Intensity Therapeutics, Inc. (the “Company”) increased the size of the Board from four directors to five and appointed Thomas I. H. Dubin to the Board as a Class I director. Mr. Dubin will serve for a term to continue until the Company’s next annual meeting of stockholders. The Board also appointed Mr. Dubin to serve on the Audit Committee of the Board. As previously disclosed, on April 18, 2024, the Company was notified by The Nasdaq Stock Market LLC that, as a result of the resignation of Daniel Donovan from the Audit Committee on April 12, 2024, the Company was not in compliance with Nasdaq’s audit committee composition requirements as set forth in Nasdaq Listing Rule 5605(c)(2)(A). By appointing Mr. Dubin as a third member of the Audit Committee, the Company expects to regain compliance with this rule.

The Board has affirmatively determined that Mr. Dubin is an independent director pursuant to the Nasdaq Stock Market listing rules. There are no arrangements or understandings between Mr. Dubin and any other person pursuant to which Mr. Dubin was appointed as a director. There are no transactions between Mr. Dubin and the Company that would be reportable under Item 404(a) of Regulation S-K. Mr. Dubin has not previously held any positions with the Company and has no family relations with any directors or executive officers of the Company.

Mr. Dubin will be entitled to the standard compensation paid by the Company to all of its non-employee directors under the Company’s Non-Employee Director Compensation Policy (pro-rated as applicable to reflect the actual time Mr. Dubin will serve on the Board for the year). In connection with his appointment, the Board granted Mr. Dubin options to purchase 50,000 shares of the Company’s common stock with an exercise price of \$4.42 per share, to vest in four equal installments beginning on the grant date.

Mr. Dubin will also enter into an indemnification agreement in the form the Company has entered into with its other nonemployee directors, which form is filed as Exhibit 10.1 to the Company’s Annual Report on Form 10-K, filed by the Company on March 14, 2024, and is incorporated herein by reference.

A copy of the press release announcing Mr. Dubin’s appointment to the Board is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated May 15, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: May 15, 2024

Intensity Therapeutics, Inc.

By: /s/ Lewis H. Bender

Name: Lewis H. Bender

Title: Chief Executive Officer



Intensity Therapeutics, Inc. Announces the Appointment of Thomas Dubin to Its Board of Directors

Shelton, CT, May 15, 2024 – Intensity Therapeutics, Inc. (“Intensity” or “the Company”) (Nasdaq: INTS), a late-stage clinical biotechnology company focused on the discovery and development of proprietary, novel immune-based intratumoral cancer therapies designed to kill tumors and increase immune system recognition of cancers, announces the appointment of Thomas Dubin, J.D., MPH, to the Intensity Board of Directors, effective May 14, 2024. Mr. Dubin will serve as a member of the Audit Committee of the Board. In connection with Mr. Dubin’s appointment, the size of the Board was increased from four directors to five. Of these five directors, four are independent pursuant to Nasdaq standards.

“We are pleased to welcome Tom Dubin to the Intensity Board,” said Lewis H. Bender, Founder, Chairman, and CEO of Intensity Therapeutics, Inc. “As we prepare to enter Phase 3 clinical development with our unique product candidate, INT230-6, we expect that Tom’s deep experience in pharmaceutical business development, regulatory, and commercialization will be invaluable. We believe that Tom’s commitment to patients, focus on achievement and past successes will strengthen Intensity in multiple ways. We look forward to working with him as we continue our path forward with our exciting new cancer treatment approach.”

From 2001 through 2013, Thomas Dubin was the chief legal officer and a member of the core executive team that grew Alexion Pharmaceuticals from a development-stage company to a member of the S&P 500. At Alexion, Tom led legal and government affairs, pricing and reimbursement, corporate communications, and other functions. He also held commercial responsibility for the company’s Australasia region. Before Alexion, Tom served as Vice President and General Counsel of ChiRex, Inc., an international corporation providing advanced process development services and specialty manufacturing to the pharmaceutical industry. Tom began his career as a corporate attorney with Cravath, Swaine & Moore in New York City. He is Chair of Cellphire Therapeutics, a Director of Notable Laboratories (NASDAQ: NTBL), past Director of BioBlast Pharmaceuticals (NASDAQ: ORPN), member of the advisory board of Mythic Pharmaceuticals, Director of Norwalk Hospital, and a member of Yale School of Public Health’s Leadership Council. He received his J.D. from New York University School of Law, his M.P.H. from Yale University and his B.A. from Amherst College, cum laude.

About INT230-6

INT230-6, Intensity’s lead proprietary investigational product candidate, is designed for direct intratumoral injection. INT230-6 was discovered using Intensity’s proprietary DfuseRxSM technology platform. The drug is composed of two proven, potent anti-cancer agents, cisplatin and vinblastine, and a penetration enhancer molecule (SHAO) that helps disperse potent cytotoxic drugs throughout tumors for diffusion into cancer cells. These agents remain in the tumor resulting in a favorable safety profile. In addition to local disease control, direct killing of the tumor by INT230-6 releases a bolus of neoantigens specific to the patient’s malignancy, leading to engagement of the immune system and systemic anti-tumor effects. Importantly, these effects are mediated without immunosuppression that so often occurs with systemic chemotherapy.

About Intensity Therapeutics

Intensity Therapeutics is a late-stage clinical biotechnology company that applies novel engineered chemistry to turn “cold” tumors “hot” by enabling its aqueous cytotoxic-containing drug product, INT230-6, to mix and saturate the dense, high-fat pressurized environment of the tumor. As a result of the saturation, Intensity’s clinical trials have demonstrated the ability of INT230-6 to kill tumors and elicit an adaptive immune response within days of injection, representing a novel approach to cancer cell death that holds the potential to shift the treatment paradigm and turn many deadly cancers into chronic diseases. INT230-6 has completed enrollment of over 200 patients in a Phase 1/2 dose escalation trial (NCT03058289) and Phase 2 randomized control clinical trial in breast cancer (the INVINCIBLE 2 study) (NCT04781725). The Company is initiating a Phase 3 trial in soft tissue sarcoma (the INVINCIBLE 3 study) (NCT06263231), testing INT230-6 as second or third line monotherapy compared to the standard of care with overall survival as an endpoint. The Company is also planning a Phase 2/3 program in presurgical triple negative breast cancer testing INT230-6 in combination with standard of care compared to standard of care alone. For more information about the Company, including publications, papers and posters about its novel approach to cancer therapeutics, visit www.intensitytherapeutics.com.

Forward-Looking Statements

Certain statements in this press release may constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, as amended to date. These statements include, but are not limited to, statements relating to the development of the Company's clinical programs. When or if used in this communication, the words "may," "could," "should," "anticipate," "believe," "estimate," "expect," "intend," "plan," "predict" and similar expressions and their variants, as they relate to the Company or its management, may identify forward-looking statements. The forward-looking statements contained in this press release are based on management's current expectations and projections about future events, nevertheless, actual results or events could differ materially from the plans, intentions and expectations disclosed in, or implied by, the forward-looking statements. These risks and uncertainties, many of which are beyond our control, include: the initiation, timing, progress and results of future preclinical studies and clinical trials and research and development programs; the need to raise additional funding before the Company can expect to generate any revenues from product sales; plans to develop and commercialize product candidates; the timing or likelihood of regulatory filings and approvals; the ability of the Company's research to generate and advance additional product candidates; the implementation of the Company's business model, strategic plans for the Company's business, product candidates and technology; commercialization, marketing and manufacturing capabilities and strategy; the rate and degree of market acceptance and clinical utility of the Company's system; the Company's competitive position; the Company's intellectual property position; developments and projections relating to the Company's competitors and its industry; the Company's ability to maintain and establish collaborations or obtain additional funding; expectations related to the use of cash and cash equivalents and investments; estimates regarding expenses, future revenue, capital requirements and needs for additional financing; and other risks described in the section entitled "Risk Factors" in the Company's SEC filings, which can be obtained on the SEC website at www.sec.gov. Readers are cautioned not to place undue reliance on the forward-looking statements, which speak only as of the date on which they are made and reflect management's current estimates, projections, expectations and beliefs. The Company does not plan to update any such forward-looking statements and expressly disclaims any duty to update the information contained in this press release except as required by law.

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