

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 10-K/A
(Amendment No. 1)**

(Mark one)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2023

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-36020

Traws Pharma, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

22-3627252

(I.R.S. Employer
Identification No.)

12 Penns Trail, Newtown, PA

(Address of principal executive offices)

18940

(Zip Code)

(267) 759-3680

(Registrant's telephone number, including area code)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$.01 per share	TRAW	The Nasdaq Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. Yes No

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2023, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the registrant's voting stock held by non-affiliates was approximately \$24.6 million, based on the last reported sale price of the registrant's common stock on the Nasdaq Capital Market.

There were 25,301,009 shares of common stock outstanding as of April 15, 2024.

TRAWS PHARMA, INC.
FORM 10-K/A
For Fiscal Year Ended December 31, 2023

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EXPLANATORY NOTE

Traws Pharma Therapeutics, Inc., sometimes referred to as “we,” “our,” or the “Company” is filing this Amendment No. 1 on Form 10-K/A, or this Amendment, to its Annual Report on Form 10-K for the year ended December 31, 2023, originally filed on April 1, 2024, or the “Original Report,” for the sole purpose of including the information required by Part III of Form 10-K. This information was previously omitted from the Original Report in reliance on General Instruction G(3) to Form 10-K, which permits the information in the above referenced items to be incorporated in the Form 10-K by reference from our definitive proxy statement if such statement is filed no later than 120 days after our fiscal year-end. We are filing this Amendment to provide information required in Part III of Form 10-K because a definitive proxy statement containing such information will not be filed by the Company within 120 days after the end of the fiscal year covered by the Form 10-K.

In accordance with Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, or the Exchange Act, Part III, Items 10 through 14 of the Original Report are hereby amended and restated in their entirety, and Part IV, Item 15 of the Original Report is hereby amended and restated in its entirety, with the only changes being the additions of the new certifications by our principal executive officer and principal financial officer filed herewith. This Amendment does not amend or otherwise update any other information in the Original Report. Accordingly, this Amendment should be read in conjunction with the Original Report and with our filings with the Securities and Exchange Commission subsequent to the Original Report.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.

All of our directors bring to our Board of Directors executive leadership experience from their service as executives and/or directors of our Company and/or other entities. The biography of each of the nominees below contains information regarding the person's business experience, director positions held currently or at any time during the last five years, and the experiences, qualifications, attributes and skills that caused the Nominating and Corporate Governance Committee and our Board of Directors to determine that the person should serve as a director, given our business and structure.

Name	Age	Position(s) with Traws Pharma, Inc.	Served as Director From
Werner Cautreels, Ph.D.	71	Director and Chief Executive Officer	2024
Iain Dukes, D. Phil.	65	Executive Chairman	2024
Nikolay Savchuk, Ph.D.	55	Director and Chief Operating Officer	2024
Trafford Clarke, Ph.D.	66	Director	2022
James J. Marino	74	Director	2015
M. Teresa Shoemaker	63	Director	2020
Jack E. Stover	71	Director	2016

Werner Cautreels, Ph.D. Dr. Cautreels has served as a director and CEO of the Company since April 1, 2024. Dr. Werner Cautreels is a highly accomplished biopharmaceutical executive with a core emphasis in research and development in various therapeutic areas, who brings a deep understanding of clinical and regulatory strategy. During his 40-year plus career, his work has touched on cardiovascular, autoimmune, oncology, rare disease, and vaccines. Dr. Cautreels was President and CEO of Selecta Biosciences from July 2010 until 2018. Prior to Selecta Biosciences, Dr. Cautreels served as Global CEO of Solvay Pharmaceuticals until it was acquired by Abbott Laboratories in 2010. Prior to joining Solvay, he worked at Sanofi, Sterling Winthrop and Nycomed-Amersham in a variety of research and development management positions in Europe and the United States. Dr. Cautreels was also a Director of Innogenetics NV (Gent, Belgium) and of Arqule Inc. (Woburn, Massachusetts). Until April 2019, Dr. Cautreels was Director and Chair of the Audit Committee of Galapagos NV (Mechelen, Belgium). Dr. Cautreels currently serves on the board of directors of Third Pole Therapeutics, a privately held company developing critical life-sustaining therapies for people living with cardiopulmonary and infectious diseases, and on the advisory board of Thuja Capital, an early-stage venture capital firm. Dr. Cautreels also currently serves as CEO of Cristal Therapeutics (Maastricht, The Netherlands) and Chairman of MRM Health (Gent, Belgium). Dr. Cautreels has a Ph.D. in chemistry from the University of Antwerp, Belgium, and an Executive M.B.A. from Harvard Business School.

Our Board of Directors believes that Dr. Cautreels's experience holding senior leadership positions in the pharmaceutical industry and his specifically as a prior CEO in the pharmaceutical industry, provide him with the qualifications and skills to serve as a director, provide him with the qualifications and skills to serve as a director.

Iain Dukes, D. Phil. Dr. Dukes has served as Executive Chairman since April 1, 2024. Dr. Dukes is a Venture Partner of OrbiMed, a global investment firm, since 2016. He previously served as Senior Vice President and Head of Business Development and Licensing for Merck Research Laboratories. Prior to joining Merck, Dr. Dukes was Vice President of External Research and Development at Amgen. He has also served as President and Chief Executive Officer, as well as a member of the Board of Directors of Essentialis Therapeutics, a clinical stage biotechnology company focused on the development of breakthrough medicines for the treatment of rare metabolic diseases. Previously, Dr. Dukes was Vice President of Scientific and Technology Licensing at GlaxoSmithKline, and he held various positions at Glaxo Wellcome, including Head of Exploratory Development for Metabolic and Urogenital Diseases and Head of Ion Channel Drug Discovery Group. Dr. Dukes is currently the chairman of the board of directors of Iovance Biotherapeutics, Inc. (Nasdaq: IOVA) and Executive Chairman of Angiex Inc. and also serves on the board of directors of Ikena Oncology (Nasdaq: IKNA), NeRRe Therapeutics, ENYO Therapeutics, Feldan Therapeutics and Rathlin Therapeutics. Dr. Dukes also co-founded and serves on the board of directors of Kartos Therapeutics, and co-founded Telios Pharma, where he serves as President. He holds an M.A. in Jurisprudence, and D.Phil. from the University of Oxford, an M.Sc. in Cardiovascular Studies from the University of Leeds, and a B.Sc. in Pharmacology from the University of Bath.

Our Board of Directors believes that Dr. Dukes' experience holding senior leadership positions in the pharmaceutical industry and his specific skills, developing, financing and managing organizations in the pharmaceutical industry, provide him with the qualifications and skills to serve as a director, provide him with the qualifications and skills to serve as a director.

Nikolay Savchuk, Ph.D. Dr. Savchuk has served as director and COO since April 1, 2024. Dr. Savchuk is the co-founder and Managing Member at Torrey Pines Investment LLC, a life-science investment company, since 2002. Dr. Savchuk is also the Managing General Partner of Teal Ventures, LP, a venture capital firm focused on early-stage investing in health technology, since October 2018. Prior to joining life science investment and research in the United States, Dr. Savchuk held various business and research management positions in the IT industry with companies in Singapore and Russia. Dr. Savchuk is currently the executive chairman of the board of directors of Viriom Inc., a company dedicated to advancing a pipeline of effective and affordable treatments for diseases of global interest, and chairman of the board of directors of ChemDiv Inc., a company dedicated to partnering in discovery and development of breakthrough therapies based on its unique chem-bio platforms. Dr. Savchuk obtained his M.S. degree in physics and his Ph.D. in applied mathematics from Moscow Institute of Physics and Technology.

Our Board of Directors believes that Dr. Savchuk's experience in biotech investments, drug development and operations provide him with the qualifications and skills to serve as a director.

Trafford Clarke, Ph.D. Dr. Clarke was appointed to serve as a member of our Board of Directors in December 2022. Dr. Clarke held roles of increasing responsibility in drug development and management at Eli Lilly for 31 years from 1986 until May 2017. Most recently, he served as a Managing Director and UK Research and Development Site Head. While at Eli Lilly, he served as a board member for Eli Lilly and Company Ltd. UK and on the Innovation Board of the Association of the British Pharmaceutical Industry. Dr. Clarke has a Ph.D. in organic chemistry from Imperial College, London and a Bachelor of Science in organic chemistry from University of Liverpool.

Our Board of Directors believes that Dr. Clarke's experience holding senior leadership positions in the pharmaceutical industry and his specific skills, developing and managing organizations in the pharmaceutical industry, provide him with the qualifications and skills to serve as a director.

James J. Marino. Mr. Marino has served as a Director since July 2015 and served as Chairman of the Board of Directors since August 2020. Prior to July 2015, Mr. Marino was a Partner at the global law firm of Dechert LLP for 28 years, where he served as Managing Partner of the Princeton Office. Mr. Marino served as the outside counsel for the Company from its inception through and including its initial public offering. On March 8, 2017, Mr. Marino was appointed to the Board of Directors and as chairperson of the compensation committee of Celldex Therapeutics, Inc. Previously, he served on the Board of Directors of Pharmacopeia Drug Discovery, Inc. from 2000 to 2006. He has worked in advisory capacities and on the boards of multiple non-profit organizations. He was a co-founder of BioNJ, a trade association of biotechnology companies based in New Jersey, and served as its counsel. He is currently a Life Trustee of Wake Forest University. Mr. Marino received his B.A., J.D. and MBA from Rutgers University.

Our Board of Directors believes that Mr. Marino's perspective and experience advising the Company and numerous other leading life science companies in connection with financings, acquisitions and strategic alliances, provide him with the qualifications and skills to serve as a director.

M. Teresa Shoemaker. Ms. Shoemaker has served as a member of our Board of Directors since April 2020. Ms. Shoemaker served as the President and CEO of Medexus Pharmaceuticals, Inc. (“Medexus”) from October 2018 to May 2020. Prior to joining Medexus, she served as President and CEO and board member of Medac Pharma, Inc. from its inception in June 2012 until its acquisition by Medexus in October 2018. Ms. Shoemaker implemented Medac’s commercial strategy in support of a commercial product for the treatment of rheumatoid arthritis. Previously, Ms. Shoemaker served as Principal and Co-Founder of BioPharm Strategic Solutions from 2010 to 2012. From October 2009 to July 2010, she served as Vice President of Sales at InterMune, Inc. From 2002 to 2008, Ms. Shoemaker served as National Sales Director and then Sr. Director US Commercial Operations for Pharmion Corporation (“Pharmion”). In 2008, when Celgene Corporation acquired Pharmion, Ms. Shoemaker remained as Executive Director of Strategic Commercial Operations working as part of the executive transition team until 2009. Ms. Shoemaker began her career at DuPont Pharmaceuticals, which was acquired by Bristol Myers Squibb in 2000, where she held a number of sales and marketing leadership positions. Ms. Shoemaker holds B.S. degrees in Communication Science and Psychology from Missouri State University, and a M.S. degree in Communication Science and Disorders from University of Central Missouri.

Our Board of Directors believes that Ms. Shoemaker’s experience holding senior leadership positions in the life sciences industry and her specific skills, developing and managing commercial organizations in the life sciences industry, provide her with the qualifications and skills to serve as a director.

Jack E. Stover. Mr. Stover has served as a member of our Board of Directors since May 2016. Since March 2021, Mr. Stover has been Chief Executive Officer of NorthView Acquisition Corp. From June 2022 until November 2022 when he resigned Mr. Stover was director and Chairman of the Audit Committee of PharmaCyte Biotech, a Nasdaq company. From December 2015 until June 2016, Mr. Stover served as Interim President and CEO of Interpace Diagnostics Group, Inc. (“Interpace”) and, since August 2005, served on the Board of Directors of Interpace and was chairman of Interpace’s audit committee from August 2005 until December 2015. Mr. Stover has been a member of the board of directors of Stero Therapeutics, Inc. since February 2024. In June 2016 until December 2020, Mr. Stover was President, CEO and Director of Interpace, which in 2019 changed its name to Interpace Biosciences, Inc. From June 2016 to December 2016, Mr. Stover was chairman of the audit committee and a member of the Board of Directors of Viatar CTC Solutions, Inc. From 2004 to 2008, he served as Chief Executive Officer, President and Director of Antares Pharma, Inc., a publicly held specialty pharmaceutical company then listed on the American Stock Exchange and subsequently Nasdaq. In addition to other relevant experience, Mr. Stover was also formerly a partner with PricewaterhouseCoopers (then Coopers and Lybrand), working in the bioscience industry division in New Jersey. Mr. Stover received his B.A. in Accounting from Lehigh University and is a Certified Public Accountant.

Our Board of Directors believes that Mr. Stover’s experience holding senior leadership positions in the life sciences industry, his specific experience and skills in the areas of general operations, and financial operations and administration, and his extensive experience in accounting and as an audit committee member and chair of various public companies in the life sciences industry, provide him with the qualifications and skills to serve as a director.

Executive Officers

The following table sets forth certain information regarding our executive officers who are not also directors.

Name	Age	Position(s) with Traws Pharma, Inc.
Steven M. Fruchtman, M.D.	72	President and Chief Scientific Officer, Oncology
Mark P. Guerin	55	Chief Financial Officer
C. David Pauza, Ph.D.	70	Chief Scientific Officer, Virology
Robert Redfield, M.D.	72	Chief Medical Officer
Victor Moyo, M.D.	56	Chief Medical Officer, Oncology

Steven M. Fruchtman, M.D. Dr. Fruchtman was appointed President in June 2018 and continues to serve as President and Chief Scientific Officer, Oncology. He served as a member of our Board of Directors and as our Chief Executive Officer from January 2019 to April 2024. Dr. Fruchtman served as our Chief Medical Officer and Senior Vice President, Research and Development from January 2015 to November 2018. Dr. Fruchtman is a board certified hematologist with extensive industry experience in clinical research for myelodysplastic syndromes, hematologic malignancies and solid tumors.

From June 2014 to January 2015, Dr. Fruchtman was a hematology oncology drug development consultant. From September 2013 to June 2014, Dr. Fruchtman served as Chief Medical Officer at Syndax Pharmaceuticals, Inc., a biopharmaceutical company. From July 2011 to July 2013, Dr. Fruchtman was the Chief Medical Officer and Senior Vice President of Research and Regulatory Affairs at Spectrum Pharmaceuticals, a biopharmaceutical company (“Spectrum”). From February 2011 to June 2011, he was Vice President of Research at Spectrum. From February 2009 to January 2011, Dr. Fruchtman was Vice President, Clinical Research at Allos Therapeutics, Inc., a biopharmaceutical company. Prior to this, Dr. Fruchtman held senior positions at Novartis and Ortho Biotech Products. Dr. Fruchtman was on the faculty of the Mount Sinai School of Medicine and was the Director of the Stem Cell Transplantation and Myeloproliferative Disorder Programs at Mount Sinai Hospital in New York City. Dr. Fruchtman received his medical degree from New York Medical College and his B.A. from Cornell University. He is currently a board member of the Bone Marrow & Cancer Foundation.

Mark P. Guerin. Mr. Guerin has served as our Chief Operating Officer and Chief Financial Officer since June 10, 2022. From September 1, 2016 to June 10, 2022, he was our Chief Financial Officer. Previously, he served as Vice President—Financial Planning & Accounting, and Chief Accounting Officer since May 2014, and as Vice President—Financial Planning & Accounting from September 2013 to May 2014. He has also served as our principal financial officer since February 12, 2016. Between January 2012 and September 2013, Mr. Guerin was self-employed as a financial and accounting consultant. For more than six years, through December 2011, Mr. Guerin was employed by CardioKine, Inc. and served as Chief Financial Officer from mid-2009 through December 2011. Mr. Guerin received his B.A. in Accounting from DeSales University.

C. David Pauza, Ph.D. Dr. Pauza has served as the Chief Scientific Officer, Virology of the Company since April 1, 2024. From 2021 to 2024, Dr. Pauza served as Chief Science Officer of both Trawsfynydd Therapeutics, Inc. and Viriom, Inc., which held the rights to an influenza therapeutic drug, which was sublicensed to Trawsfynydd Therapeutics, Inc. Dr. Pauza previously served as Chief Science Officer of American Gene Technologies International, Inc. from 2016 to 2021, where he lead development of a cell and gene therapy for HIV disease and developed a robust intellectual property portfolio in cancer and infectious diseases. Before joining the biotechnology industry, Dr. Pauza had a 35 year career in academic research at the University of Maryland, Baltimore. Dr. Pauza obtained his B.A. from San Jose State University, his Ph.D. from University of California, Berkeley and his Post Doctorate from the Medical Research Counsel, United Kingdom.

Robert Redfield, M.D. Dr. Redfield has served as Acting Chief Medical Officer of the Company since April 1, 2024. From 2021 to 2023, Dr. Redfield served as Senior Public Health Advisor to Governor Hogan and the State of Maryland. Dr. Redfield previously served as Director of the Centers for Disease Control and Prevention from 2018 to 2021 and Senior Strategic Advisor at Pasaca Capital Inc. from 2021 to 2022. Currently, Dr. Redfield is the President and Chief Executive Officer of R3 Enterprises and Consulting, the Co-Founder and President of Prevention, Diagnosis, Treatment Inc. (PDTi) and a practicing physician with Greater Baltimore Medical Center (GBMC) Health Partners. Dr. Redfield is also a director and strategic advisor at Viriom, Inc.

Dr. Redfield has been a public health leader actively engaged in clinical research and clinical care of chronic human viral infections and infectious diseases, especially HIV, for more than 30 years. He served as the founding director of the Department of Retroviral Research within the U.S. Military’s HIV Research Program, and retired after 20 years of service in the U.S. Army Medical Corps. Following his military service, he co-founded the University of Maryland’s Institute of Human Virology and served as the Chief of Infectious Diseases and Vice Chair of Medicine at the University of Maryland School of Medicine. Dr. Redfield obtained his B.S. and M.D. from Georgetown University.

Victor Moyo, M.D. Dr. Moyo has served as our Chief Medical Officer, Oncology since April 12, 2024. Dr. Moyo joined the Company in June 2023 as Consulting Chief Medical Officer and transitioned to Chief Medical Officer in October 2023. Dr. Moyo is a highly experienced physician researcher and drug developer, with approximately 30 years of clinical research experience including 18 years in the pharmaceutical industry. He has held a variety of senior leadership positions with responsibility for a number of clinical development plans, IND filings, NDA filings, post-market development plans, notably including his work on Onivyde® for metastatic pancreatic cancer, epoetin alpha trial in myelodysplastic syndrome. He is also a named inventor on numerous granted patents and patent applications. Most recently Dr. Moyo has been serving as Chief Medical Officer (CMO) of OncoPep, Inc. and Executive Vice-President, CMO and Head of R&D at L.E.A.F. Pharmaceuticals. Prior to that, he held various leadership roles as a Vice President Clinical Investigations or Medical Director at Merrimack Pharmaceuticals and the Centocor Ortho Biotech Services, LLC division of Johnson & Johnson. Dr. Moyo earned his M.D. from the University of Zimbabwe. Following his move to the U.S., he went on to complete his internship and residency in Internal Medicine at the George Washington School of Medicine and Health Sciences and his fellowship in Hematology and Oncology at the Johns Hopkins University School of Medicine.

Corporate Governance

Board Composition and Independence

Our Board of Directors currently consists of seven members. Our Board of Directors has undertaken a review of the independence of our directors and has determined that all directors, except Werner Cautreels, Iain Dukes, and Nikolay Savchuk., are independent within the meaning of Section 5605(a)(2) of the NASDAQ Stock Market listing rules and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our Tenth Amended and Restated Certificate of Incorporation, as amended, provides that our Board of Directors will consist of not less than three nor more than 11 directors, as such number of directors may from time to time be fixed by our Board of Directors. Each director shall be elected to the Board of Directors to hold office until the next annual meeting of stockholders and until his or her successor is elected and qualified.

Board Leadership Structure and Role in Risk Oversight

Our Board of Directors recognizes the time, effort and energy that the chief executive officer is required to devote to his position in the current business environment, as well as the commitment required to serve as our chairman, particularly as the Board of Directors' oversight responsibilities continue to grow. We believe that, at present, separating these positions allows our chief executive officer to focus on our day-to-day business, while allowing our chairman to lead the Board of Directors in its fundamental role of providing advice to, and independent oversight of, management. Our Board of Directors also believes that this structure ensures a greater role for the independent directors in the oversight of our company and active participation of the independent directors in setting agendas and establishing priorities and procedures for the work of our Board of Directors.

While our bylaws do not require that our chairman and chief executive officer positions be separate, our Board of Directors believes that having separate positions is the appropriate leadership structure for us at this time and demonstrates our commitment to good corporate governance.

Risk is inherent with every business, and how well a business manages risk can ultimately determine its success. We face a number of risks, including but not limited to risks relating to limited cash resources, need to raise additional funds, product candidate development, technological uncertainty, dependence on collaborative partners and other third parties, uncertainty regarding patents and proprietary rights, comprehensive government regulations, having no commercial manufacturing experience, marketing or sales capability or experience and dependence on key personnel. Management is responsible for the day-to-day management of risks we face, while our Board of Directors, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, our Board of Directors has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and functioning as designed. The Board of Directors periodically consults with management regarding the Company's risks.

Our Board of Directors is actively involved in oversight of risks that could affect us. This oversight is conducted primarily through the audit committee of our Board of Directors, but the full Board of Directors has retained responsibility for general oversight of risks.

Board Committees

Our Board of Directors has established three standing committees: the audit committee, the compensation committee and the nominating and corporate governance committee. The current members of our audit committee are James J. Marino, Trafford Clarke and Jack E. Stover, with Jack E. Stover serving as chairperson. The current members of our compensation committee are M. Teresa Shoemaker, James J. Marino and Jack E. Stover with M. Teresa Shoemaker serving as chairperson. The current members of our nominating and corporate governance committee are James J. Marino, M. Teresa Shoemaker and Trafford Clarke, with James J. Marino serving as chairperson.

Our Board of Directors has determined that James J. Marino, Trafford Clarke and Jack E. Stover meet the additional test for independence for audit committee members imposed by Securities and Exchange Commission ("SEC") regulations and Section 5605(c)(2)(A) of the NASDAQ Stock Market listing rules and that M. Teresa Shoemaker, James J. Marino and Jack E. Stover meet the additional test for independence for compensation committee members imposed by Section 5605(d)(2)(A) of the NASDAQ Stock Market listing rules.

Audit Committee

The primary purpose of our audit committee is to assist the Board of Directors in the oversight of the integrity of our accounting and financial reporting process, the audits of our consolidated financial statements, and our compliance with legal and regulatory requirements. Our audit committee met four times during fiscal year 2023. The functions of our audit committee include, among other things:

- hiring the independent registered public accounting firm to conduct the annual audit of our consolidated financial statements and monitoring its independence and performance;
- reviewing and approving the planned scope of the annual audit and the results of the annual audit;
- pre-approving all audit services and permissible non-audit services provided by our independent registered public accounting firm;
- reviewing the significant accounting and reporting principles to understand their impact on our consolidated financial statements;
- reviewing our internal financial, operating and accounting controls with management, our independent registered public accounting firm and our internal audit provider;
- reviewing with management and our independent registered public accounting firm, as appropriate, our financial reports, earnings announcements and our compliance with legal and regulatory requirements;
- periodically reviewing and discussing with management the effectiveness and adequacy of our system of internal controls;
- in consultation with management and the independent auditors, reviewing the integrity of our financial reporting process and adequacy of disclosure controls;
- periodically reviewing potential conflicts of interest under and violations of our code of conduct and overseeing the administration of the Company's code of conduct;
- periodically reviewing financial and accounting personnel succession planning within the Company;

- reviewing on a quarterly basis any legal matters with the Company's counsel that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations and inquiries received from regulators or governmental agencies;
- establishing procedures for the treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and confidential submissions by our employees of concerns regarding questionable accounting or auditing matters;
- reviewing and approving related-party transactions;
- annually performing a self-assessment of the audit committee's performance; and
- reviewing and evaluating, at least annually, our audit committee's charter.

With respect to reviewing and approving related-party transactions, our audit committee reviews related-party transactions for potential conflicts of interests or other improprieties. Under SEC rules, as a smaller reporting company, related-party transactions are those transactions to which we are or may be a party in which the amount involved exceeds the lesser of \$120,000 or 1% of the average of our total assets at year-end for the last two completed fiscal years, and in which any of our directors or executive officers or any other related person had or will have a direct or indirect material interest, excluding, among other things, compensation arrangements with respect to employment and Board of Directors membership. Our audit committee could approve a related-party transaction if it determines that the transaction is in our best interests. Our directors are required to disclose to this committee or the full Board of Directors any potential conflict of interest, or personal interest in a transaction that our Board of Directors is considering. Our executive officers are required to disclose any related-party transaction to the audit committee. We also poll our directors on an annual basis with respect to related-party transactions and their service as an officer or director of other entities. Any director involved in a related-party transaction that is being reviewed or approved must recuse himself or herself from participation in any related deliberation or decision. Whenever possible, the transaction should be approved in advance and if not approved in advance, must be submitted for ratification as promptly as practical.

The financial literacy requirements of the SEC require that each member of our audit committee be able to read and understand fundamental financial statements. In addition, at least one member of our audit committee must qualify as an audit committee financial expert, as defined in Item 407(d)(5) of Regulation S-K promulgated under the Securities Act, and have financial sophistication in accordance with the NASDAQ Stock Market listing rules. Our Board of Directors has determined that Jack E. Stover qualifies as an audit committee financial expert.

Both our independent registered public accounting firm and management periodically will meet privately with our audit committee.

The Board of Directors has adopted a charter for the audit committee, which is available in the corporate governance section of our website at <http://www.trawspharma.com>.

Compensation Committee

The primary purpose of our compensation committee is to assist our Board of Directors in exercising its responsibilities relating to compensation of our executive officers and employees and to administer our equity compensation and other benefit plans. In carrying out these responsibilities, this committee reviews all components of executive officer and employee compensation for consistency with its compensation philosophy, as in effect from time to time. Our compensation committee met seven times during fiscal 2023. The functions of our compensation committee include, among other things:

- designing and implementing competitive compensation, retention and severance policies to attract and retain key personnel;

- reviewing and formulating policy and determining the compensation of our Chief Executive Officer, our other executive officers and employees;
- annually reviewing the compensation ranges and payout levels for employees below the executive officer level with the principal executive officer and any other officer or member of management, as appropriate;
- reviewing and recommending to our Board of Directors the compensation of our non-employee directors;
- reviewing and evaluating our compensation risk policies and procedures;
- reviewing and discussing the “Compensation Discussion and Analysis” required to be included in the Company’s Annual Report on Form 10-K;
- administering our equity incentive plans and granting equity awards to our employees, consultants and directors under these plans;
- administering our performance bonus plans and granting bonus opportunities to our employees, consultants and non-employee directors under these plans;
- if required from time to time, preparing the analysis or reports on executive officer compensation required to be included in our annual proxy statement;
- engaging compensation consultants or other advisors it deems appropriate to assist with its duties and evaluating whether any consultants retained have any conflicts of interest; and
- reviewing and evaluating, at least annually, our compensation committee’s charter.

The Board of Directors has adopted a charter for the compensation committee, which is available in the corporate governance section of our website at <http://www.trawspharma.com>.

The compensation committee has utilized Radford ("Radford"), an Aon Hewitt company, as its executive compensation consultant. Radford reports directly to the compensation committee. The compensation committee may replace Radford or hire additional consultants at any time. Upon request by the compensation committee or its chair, a representative of Radford attends meetings of the compensation committee and is available to discuss compensation issues in between meetings.

In connection with its work for the compensation committee, Radford provided various executive compensation services to the compensation committee pursuant to a written consulting agreement. Generally, these services included advising the compensation committee on the principal aspects of our executive compensation program and evolving industry practices and providing market information and analysis regarding the competitiveness of our program design and our award values in relation to performance.

The compensation committee retains sole authority to hire any compensation consultant, approve such consultant’s compensation, determine the nature and scope of its services, evaluate its performance, and terminate its engagement. We assessed the independence of Radford pursuant to SEC rules and determined that no known conflict of interest existed that would prevent Radford from serving as an independent consultant to the compensation committee.

The compensation committee has reviewed our compensation policies and practices for all employees, including our named executive officers, as they relate to risk management practices and risk-taking incentives, and has determined that there are no risks arising from these policies and practices that are reasonably likely to have a material adverse effect on us.

Nominating and Corporate Governance Committee

The primary purpose of our nominating and corporate governance committee is to assist our Board of Directors in promoting the best interest of our company and our stockholders through the implementation of sound corporate governance principles and practices. Our nominating and corporate governance committee met one time during fiscal 2023. The functions of our nominating and corporate governance committee include, among other things:

- identifying, reviewing and evaluating candidates to serve on our Board of Directors;
- determining the minimum qualifications for service on our Board of Directors;
- developing and recommending to our Board of Directors an annual self-evaluation process for our Board of Directors and overseeing the annual self-evaluation process;
- developing and reviewing a management succession plan and related procedures for the Board of Directors;
- developing, as appropriate, a set of corporate governance principles, and reviewing and recommending to our Board of Directors any changes to such principles; and
- periodically reviewing and evaluating our nominating and corporate governance committee's charter.

The Board of Directors has adopted a charter for the nominating and corporate governance committee, which is available in the corporate governance section of our website at <http://www.trawspharma.com>.

Code of Conduct for Employees, Executive Officers and Directors

We have adopted a code of conduct applicable to all of our employees, executive officers and directors. The code of conduct is available in the corporate governance section of our website at <http://www.trawspharma.com>.

The audit committee of our Board of Directors is responsible for overseeing the code of conduct and must approve any waivers of the code of conduct for employees, executive officers or directors.

Meetings of the Board of Directors

The Board of Directors held six meetings during fiscal 2023. During fiscal 2023, each director attended at least 75 percent of the aggregate of the total number of meetings of the Board of Directors and the committees on which such director served.

Directors are encouraged, but not required, to attend the annual meeting of stockholders. All seven of our directors attended the 2023 Annual Meeting of Stockholders.

Director Nomination Process

The process followed by our nominating and corporate governance committee to identify and evaluate director candidates includes requests to members of our Board of Directors and others for recommendations, meetings from time to time to evaluate biographical information and background material relating to potential candidates and interviews of selected candidates by members of the nominating and corporate governance committee and the Board of Directors.

In determining whether to recommend any particular candidate for inclusion in the Board of Directors' slate of recommended director nominees, our nominating and corporate governance committee considers the composition of the Board of Directors with respect to depth of experience, balance of professional interests, required expertise and other factors. The nominating and corporate governance committee considers the value of diversity when recommending candidates. The committee views diversity broadly to include diversity of experience, skills and viewpoint. The nominating and corporate governance committee does not assign specific weights to particular criteria and no particular criterion is a prerequisite for each prospective nominee. Our Board of Directors believe that the backgrounds and qualifications of its directors, considered as a group, should provide a composite mix of experience, knowledge and abilities that will allow it to fulfill its responsibilities.

Stockholders may recommend individuals to our nominating and corporate governance committee for consideration as potential director candidates. The nominating and corporate governance committee will evaluate stockholder-recommended candidates by following the same process and applying the same criteria as it follows for candidates submitted by others.

Stockholders may directly nominate a person for election to our Board of Directors by complying with the procedures set forth in Section 2.2(A) of our bylaws, and with the rules and regulations of the SEC. Under our bylaws, only persons nominated in accordance with the procedures set forth in the bylaws will be eligible to serve as directors. In order to nominate a candidate for service as a director, you must be a stockholder at the time you give the Board of Directors notice of your nomination, and you must be entitled to vote for the election of directors at the meeting at which your nominee will be considered. In addition, the stockholder must have given timely notice in writing to our Secretary. To be timely, a stockholder's notice must be delivered to the Secretary at our principal executive offices not later than the 90th day, nor earlier than the 120th day, prior to the first anniversary of the prior year's annual meeting of stockholders (provided, however, that in the event that the date of the annual meeting is more than 30 days before or 60 days after such anniversary date, notice by the stockholder must be delivered no earlier than the 120th day prior to the annual meeting and no later than the later of the 90th day prior to such annual meeting or the 10th day following the day on which public announcement of the date of such annual meeting is first made by us). Your notice must set forth (i) the name, age, business address and, if known, residence address of the nominee, (ii) the principal occupation or employment of the nominee, (iii) the class and number of shares of stock of the Company directly or indirectly, owned beneficially or of record by the nominee, (iv) a description of all arrangements or understandings between you and the nominee and any other person or persons (naming such person or persons) pursuant to which the nomination is to be made by you, and (v) all other information relating to the nominee that is required to be disclosed in solicitations of proxies for the election of directors in an election contest, or is otherwise required, in each case, pursuant to Section 14 of the Exchange Act and the rules and regulations promulgated thereunder. Nominations for director must be accompanied by the nominee's written consent to being named in the proxy statement as a nominee and to serving as a director if elected.

Stockholder Communications with the Board of Directors

You can contact our Board of Directors to provide comments, to report concerns, or to ask a question, at the following address.

Chief Executive Officer
Traws Pharma, Inc.
12 Penns Trail
Newtown, PA 18940
United States

You may submit your concern anonymously or confidentially by postal mail. You may also indicate whether you are a stockholder, customer, supplier, or other interested party.

Communications are distributed to our Board of Directors, or to any individual directors, as appropriate, depending on the facts and circumstances outlined in the communication.

ITEM 11. EXECUTIVE COMPENSATION.

Overview of Executive Compensation

The compensation committee of our Board of Directors is responsible for overseeing the compensation of all of our executive officers. In this capacity, our compensation committee annually reviews and approves the compensation of our chief executive officer and other executive officers, including such goals and objectives relevant to the executive officers' compensation that the committee, in its discretion, determines are appropriate, evaluates their performance in light of those goals and objectives, and sets their compensation based on this evaluation.

2023 Summary Compensation Table

The following table sets forth information for the fiscal years ended December 31, 2023 and 2022 concerning compensation of our principal executive officer and the two most highly compensated executive officers during 2023. We refer to these three executive officers as our "named executive officers."

Name and Principal Position	Year	Salary (\$)	Bonus \$(1)	Stock Awards \$(2)	Option Awards \$(3)	All Other Compensation \$(4)	Total (\$)
Steven M. Fruchtman, M.D. President and Chief Executive Officer	2023	660,288	232,502	50,613	131,662	26,339	1,101,404
	2022	630,000	251,769	116,407	302,516	26,090	1,326,782
Mark P. Guerin Chief Operating Officer and Chief Financial Officer	2023	500,120	143,853	18,980	50,247	32,318	745,518
	2022	452,000	144,383	59,619	155,813	32,884	844,699
Victor Moyo, M.D. Chief Medical Officer	2023	103,846	117,135	0	78,616	105,657	405,254

(1) Represents discretionary annual bonus amounts earned in the year reported herein.

(2) The amounts shown for 2023 represent the aggregate grant date fair value related to the grant of restricted stock units ("RSUs") to our named executive officers in fiscal 2023. The amounts shown for 2022 represent the aggregate grant date fair value related to the grant of performance stock units ("PSUs") and RSUs to our named executive officers in fiscal 2022. Aggregate grant date fair value is calculated in accordance with FASB ASC Topic 718 (excluding the effect of any estimate of future forfeitures). Additional information concerning our financial reporting of PSUs is presented in Note 10 to our Consolidated Financial Statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2023. See the "Outstanding Equity Awards at 2023 Fiscal Year-End" table below for additional details regarding the RSUs that were granted to our named executive officers in fiscal 2023.

(3) The amounts shown for 2023 represent the aggregate grant date fair value related to the grant of non-qualified stock options to our named executive officers in fiscal 2023. The amounts shown for 2022 represent the aggregate grant date fair value related to the grant of stock appreciation rights and non-qualified stock options to our named executive officers in fiscal 2022. Aggregate grant date fair value is calculated in accordance with FASB ASC Topic 718 (excluding the effect of any estimate of future forfeitures). Additional information concerning our financial reporting of stock appreciation rights and stock options is presented in Note 10 to our Consolidated Financial Statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2023. See the "Outstanding Equity Awards at 2023 Fiscal Year-End" table below for additional details regarding the non-qualified stock options that were granted to our named executive officers in fiscal 2023.

(4) Includes amounts paid for insurance premiums on behalf of the named executive officer and matching funds paid pursuant to our 401(k) Plan. For Victor Moyo, also includes \$103,950 of consulting payments prior to his employment.

Employment Agreements

We have entered into employment agreements with each of our named executive officers, and the compensation of our named executive officers is determined, in large part, by the terms of those employment agreements. Following are descriptions of the material terms of each named executive officer's employment agreement.

Steven M. Fruchtman, M.D.

We entered into an employment agreement with Dr. Fruchtman on June 19, 2018, which was amended effective March 18, 2021 (the "Fruchtman Employment Agreement"). The Fruchtman Employment Agreement continues indefinitely, unless terminated in accordance with the terms set forth therein.

The Fruchtman Employment Agreement provides for an initial base salary of \$510,000, subject to adjustment upon annual review. Subject to the compensation committee's sole discretion, Dr. Fruchtman is eligible for an annual bonus, of up to 50% of such base salary (i.e., target bonus) and an annual option grant, in each case, based on the performance of Dr. Fruchtman and the Company. The annual bonus may be paid in the form of cash, stock options, shares of our common stock, or a combination thereof, at our compensation committee's discretion.

Dr. Fruchtman is entitled to participate in all of our employee benefit plans and programs that are made generally available from time to time to our executive officers and is entitled to up to four weeks of vacation each year. The Fruchtman Employment Agreement contains non-solicitation, non-competition, confidentiality and inventions assignment provisions that, among other things, prevent him from competing with us during the term of his employment and for a specified time thereafter. The Company will reimburse Dr. Fruchtman for reasonable business expenses, including certain travel and cell phone expenses.

If Dr. Fruchtman's employment is terminated for any reason, we will pay to Dr. Fruchtman or his spouse or estate, as applicable, the balance of his accrued and unpaid salary, unreimbursed expenses, and unused accrued vacation time through the termination date.

If Dr. Fruchtman's employment is terminated by us without "cause" or by Dr. Fruchtman for "good reason," other than during the 12-month period following a change in control of the Company, Dr. Fruchtman will be entitled to receive the sum of (x) his current base salary and (ii) target bonus, payable in installments over 12 months. If the termination is during the 12-month period following a change in control of the Company, Dr. Fruchtman will be entitled to receive one and one-half times the sum of (i) his current base salary and (ii) target bonus, payable in a lump sum. The Company will also reimburse Dr. Fruchtman for the employer's portion of his medical insurance costs under COBRA for 12 months if Dr. Fruchtman's termination occurs other than during the 12-month period following a change in control of the Company or for 18 months if Dr. Fruchtman's termination occurs during the 12 month-period following a change in control of the Company. In addition, all of Dr. Fruchtman's stock options that are unvested as of the date of such termination will fully vest as of the date of termination and any accrued, approved and unpaid annual bonus for the year prior to the termination date will be paid. As a condition to receive the forgoing severance benefits, Dr. Fruchtman must deliver to the Company an effective release and waiver of claims and continue to comply with the non-solicitation, non-competition, confidentiality and inventions assignment covenants set forth in the Fruchtman Employment Agreement.

Mark P. Guerin

We entered into an employment agreement with Mr. Guerin on July 1, 2015, which was amended on June 10, 2022 (the "Guerin Employment Agreement"). The Guerin Employment Agreement continues indefinitely, unless terminated in accordance with the terms set forth therein.

The Guerin Employment Agreement provides for an initial base salary of \$475,000. Subject to the compensation committee's sole discretion, Mr. Guerin is eligible for an annual bonus, of up to 25% of such base salary (i.e., target bonus), based on the performance of Mr. Guerin and the Company. The annual bonus may be paid in the form of cash, stock options, shares of our common stock, or a combination thereof, at our compensation committee's discretion.

Mr. Guerin is entitled to participate in all of our employee benefit plans and programs that are made generally available from time to time to our executive officers and is entitled to up to four weeks of vacation each year. The Guerin Employment Agreement contains non-solicitation, non-competition, confidentiality and inventions assignment provisions that, among other things, prevent him from competing with us during the term of his employment and for a specified time thereafter. The Company will also reimburse Mr. Guerin for reasonable business expenses.

If Mr. Guerin's employment is terminated for any reason, we will pay to Mr. Guerin or his spouse or estate, as applicable, the balance of his accrued and unpaid salary, unreimbursed expenses, and unused accrued vacation time through the termination date.

If Mr. Guerin's employment is terminated by us without "cause" or by Mr. Guerin for "good reason," other than during the 12-month period following a change in control of the Company, Mr. Guerin will be entitled to receive nine-twelfths of the sum of (x) his current base salary and (y) target bonus, payable in installments over nine months. If the termination is during the 12-month period following a change in control of the Company, Mr. Guerin will be entitled to receive the sum of (i) his current base salary and (ii) target bonus, payable in a lump sum. The Company will also reimburse Mr. Guerin for the employer's portion of his medical insurance costs under COBRA for nine months if Mr. Guerin's termination occurs other than during the 12-month period following a change in control of the Company or for 12 months if Mr. Guerin's termination occurs during the 12-month-period following a change in control of the Company. In addition, all of Mr. Guerin's stock options that are unvested as of the date of such termination will fully vest as of the date of termination and any accrued, approved and unpaid annual bonus for the year prior to the termination date will be paid. As a condition to receive the forgoing severance benefits, Mr. Guerin must deliver to the Company an effective release and waiver of claims and continue to comply with the non-solicitation, non-competition, confidentiality and inventions assignment covenants set forth in the Guerin Employment Agreement.

Victor Moyo, M.D.

We entered into an employment agreement with Dr. Moyo on October 2, 2023 (the "Moyo Employment Agreement"). The Moyo Employment Agreement continues indefinitely, unless terminated in accordance with the terms of the Moyo Employment Agreement.

The Moyo Employment Agreement provides for an initial base salary of \$450,000. Subject to the compensation committee's sole discretion, Dr. Moyo is eligible for an annual bonus, of up to 40% of such base salary (i.e., target bonus). The annual bonus may be paid in the form of cash, stock options, shares of our common stock, or a combination thereof, at our compensation committee's discretion. Additionally, Dr. Moyo received a sign-on bonus of \$75,000 to be paid as a forgivable loan and treated as compensation on the date of payment. The sign-on bonus must be repaid if Dr. Moyo voluntarily resigns or is terminated for cause from his position as Chief Medical Officer before October 2, 2024. The Moyo Employment Agreement also provides for a nonqualified stock option to purchase 125,000 shares, which will vest over four years from the grant date.

Dr. Moyo is entitled to participate in all of our employee benefit plans and programs that are made generally available from time to time to our executive officers and is entitled to vacation benefits. Dr. Moyo's employment agreement contains non-solicitation, non-competition, confidentiality and inventions assignment provisions that, among other things, prevented him from competing with us during the term of his employment and for a specified time thereafter.

The Moyo Employment Agreement provides that if Dr. Moyo's employment is terminated for any reason, we shall pay to Dr. Moyo or his spouse or estate, as applicable, the balance of his accrued and unpaid salary, unreimbursed expenses, and unused accrued vacation time through the termination date.

If, following October 2, 2024, Dr. Moyo's employment is terminated by us without "cause" or by Dr. Moyo for "good reason," other than during the 12-month period following a change in control of the Company, Dr. Moyo will be entitled to receive nine-twelfths of the sum of (x) his current base salary and (y) target bonus, payable in installments over nine months. If the termination is during the 12-month period following a change in control of the Company, Dr. Moyo will be entitled to receive the sum of (i) his current base salary and (ii) target bonus, payable in a lump sum. The Company will also reimburse Dr. Moyo for the employer's portion of his medical insurance costs under COBRA for nine months if Dr. Moyo's termination occurs other than during the 12-month period following a change in control of the Company or for 12 months if Dr. Moyo's termination occurs during the 12-month-period following a change in control of the Company. In addition, all of Dr. Moyo's stock options that are unvested as of the date of such termination will fully vest as of the date of termination and any accrued, approved and unpaid annual bonus for the year prior to the termination date will be paid. As a condition to receive the forgoing severance benefits, Dr. Moyo must deliver to the Company an effective release and waiver of claims and continue to comply with the non-solicitation, non-competition, confidentiality and inventions assignment covenants set forth in the Moyo Employment Agreement.

On April 12, 2024, Dr. Moyo entered into a new employment agreement in connection with his new title of Chief Medical Officer- Oncology, which included substantially similar terms to the Moyo Employment Agreement, except that the Dr. Moyo is immediately eligible for the severance benefits specified under the Moyo Employment Agreement, regardless of when Dr. Moyo's employment is terminated by us without "cause" or by Dr. Moyo for "good reason," and he is not required to repay the sign-on bonus in the event of a termination of employment by the Company for "cause" or by Dr. Moyo without "good reason" prior to October 2, 2024.

The following table contains certain information regarding equity awards held by the named executive officers as of December 31, 2023:

Outstanding Equity Awards at 2023 Fiscal Year-End

Name	Option Awards				Stock Awards			
	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$)
Fruchtman	53	—	9,832.50	1/12/2025				
	15	—	5,580.00	4/20/2025				
	17	—	3,330.00	9/25/2025				
	13	—	1,462.50	1/26/2026				
	41	—	1,462.50	1/26/2026				
	111	—	729.00	9/1/2026				
	33	—	596.25	12/15/2026				
	117	—	607.50	1/17/2027				
	193	—	337.50	1/3/2028				
	1,777	—	103.50	7/26/2028				
	13,333	—	4.65	12/20/2029				
	84,920(2)	—		7/9/2030				
	44,242(2)	2,824		2/17/2031				
	87,888(1)	25,112	5.19	8/2/2031				
	117,260(1)	76,620	1.82	2/7/2032				
	—(1)	207,000	0.73	3/13/2033	12,567(3)	9,370		
					42,640(3)	31,792		
					69,333(3)	51,695	47,065 (4)	35,299
Guerin	5	—	14,750.00	3/31/2024				
	5	—	14,750.00	3/31/2024				
	11	—	8,955.00	12/18/2024				
	6	—	5,220.00	4/16/2025				
	7	—	3,330.00	9/25/2025				
	5	—	1,462.50	1/26/2026				
	15	—	1,462.50	1/26/2026				
	44	—	729.00	9/1/2026				
	22	—	729.00	9/1/2026				
	24	—	596.25	12/15/2026				
	86	—	607.50	1/17/2027				
	137	—	337.50	1/3/2028				
	1,710	—	103.50	7/26/2028				
	4,333	—	4.65	12/20/2029				
	36,200(2)	—		7/9/2030				
	12,268(2)	7,798		2/17/2031				
	33,246(1)	9,504	5.19	8/2/2031				
	37,950(1)	24,150	1.82	2/7/2032				
	25,122(1)	25,128	1.33	6/10/2032				
	—(1)	79,000	0.73	3/13/2033				
					4,750(3)	3,542		
					13,800(3)	10,289		
					11,000(3)	8,201		
					26,000(3)	19,385		
							20,065(4)	15,049
Moyo	—	125,000	0.71	10/2/2033				

(1) Shares vest over three years, one-third on the first anniversary of the date of grant and thereafter in 24 equal monthly installments over the following two years.

- (2) These are cash-settled stock appreciation rights that vest over three years, one-third on the first anniversary of the date of grant and thereafter in 24 equal monthly installments over the following two years.
- (3) These are RSUs that vest over three years from the date of grant: 33% on the first anniversary; 33% on the second anniversary; and 34% on the third anniversary.
- (4) These are PSUs that will be earned and vested upon the Company's attainment of certain performance goals, subject to the executive's continued employment with the Company through each vesting date, as follows: (i) 20% of PSUs will vest upon the attainment of a new clinical program for the Company for an in-licensed compound, (ii) 20% of PSUs will vest upon obtaining the recommended phase 2 dose for a Company compound, (iii) 20% of PSUs will vest upon the first patient being enrolled in the ON 123300 (narazaciclib) expansion cohort, (iv) 20% of PSUs will vest upon the first patient enrolled in a registrational study and (v) 20% of the PSUs will vest upon attainment of registrational study topline data. The ("Expiration Date"): for the goals under (i), (ii) and (iii), December 31, 2022, for the goal under (iv), December 31, 2025, and for the goal under (v), June 30, 2028. In the event a performance goal is achieved prior to February 17, 2022, the vesting date for the portion of the PSUs that will vest based on the achievement of the applicable performance goal would be February 17, 2022. The PSUs will be settled in cash and are in all cases subject to the terms and conditions of the Company form of Performance Stock Unit Award Agreement. Pursuant to the terms of the PSU awards, the maximum cash amount payable to each officer with respect to each vested PSU subject to the officer's PSU award cannot exceed maximum price per share of \$38.10, subject to adjustment in accordance with the terms of the Performance Stock Unit Award Agreement. If a performance goal is not achieved on or before its corresponding Expiration Date, then all of the PSUs subject to such performance goal will be automatically forfeited as of such date. None of the goals under (i), (ii) and (iii) were attained as of December 31, 2022. The goals under (iv) and (v) have not been attained as of December 31, 2023.
- (5) Shares vest over four years, 25% on the first anniversary of the date of grant and thereafter in 36 equal monthly installments over the following three years.

Potential Payments Upon Termination of Employment or Change in Control

As discussed under the caption "—Employment Agreements" above, we have agreements with our named executive officers pursuant to which they will receive severance payments upon certain termination events. The information below describes certain compensation that would be available under our existing plans and arrangements if (i) the named executive officer was terminated as of December 31, 2023 or (ii) if a Change in Control, as defined in the applicable employment agreement or plan, occurred on December 31, 2023 and the named executive officer's employment had been subsequently terminated on the same date.

Acceleration of Equity Awards in connection with a Change in Control

Pursuant to the terms of each named executive officer's option agreements reflecting options granted under the 2018 Omnibus Incentive Compensation Plan, as previously amended (the "2018 Plan"), applicable award agreements reflecting options and RSUs granted under the Onconova Therapeutics, Inc. 2021 Incentive Compensation Plan (the "Onconova 2021 Plan") and the applicable award agreement reflecting cash-settled stock appreciation rights and cash-settled PSUs, in the event of a "Change in Control" in which the Company is not the surviving corporation (or survives only as a subsidiary of another corporation) and the awards are assumed by, or replaced with awards with comparable terms by, the surviving corporation (or parent or subsidiary of the surviving corporation) and the named executive officer's employment or service is terminated without "Cause" or the named executive officer terminates his employment for "Good Reason" (as such terms are defined in the applicable award agreement), all such awards shall fully vest and, if applicable, become exercisable, upon termination of employment or service. In the event that the surviving corporation (or a parent or subsidiary of the surviving corporation) does not assume or replace the awards with grants that have comparable terms, and named executive officer is employed by, or providing services to, the Company and its subsidiaries on the date of the Change in Control, all awards granted pursuant to such award agreements shall fully vest and, if applicable, become exercisable.

Termination Other than for Cause, Death or Disability; Resignation for Good Reason

The outstanding options, RSUs and stock appreciation rights held by our named executive officers will vest and, if applicable, become exercisable in the event that the named executive officer's employment or service is terminated without "Cause" or the named executive officer terminates his employment for "Good Reason" (as such terms are defined in the applicable award agreement).

Director Compensation

The following table summarizes compensation paid to our non-employee directors in fiscal 2023.

Name	Fees Earned or Paid in Cash (\$)	Stock Option Awards (\$) (1) (2)	All Other Compensation (\$)	Total (\$)
Peter Atadja, Ph.D. (3)	52,000	59,220	—	63,602
Trafford Clarke, Ph.D.	45,000	59,220	—	63,310
Jerome E. Groopman, M.D. (3)	44,000	59,220	—	116,009
James J. Marino	82,500	59,220	—	154,509
Viren Mehta, Pharm.D. (3)	51,500	59,220	—	131,176
M. Teresa Shoemaker	59,000	59,220	—	131,009
Jack E. Stover	67,500	59,220	—	139,509

- (1) The amounts shown represent the aggregate grant date fair value related to the grant of 66,468 non-qualified stock options to each of our non-employee directors as of August 10, 2023, calculated in accordance with FASB ASC Topic 718. These stock options vest on the first anniversary of the grant and expire ten years after the grant date and are subject to the director's continued service. Additional information concerning our financial reporting of stock appreciation rights is presented in Note 10 to our Consolidated Financial Statements set forth in our Annual Report on Form 10-K for the year ended December 31, 2023.
- (2) As of December 31, 2023, the aggregate number of outstanding stock option awards held by each non-employee director was: Dr Atadja—166,468; Dr. Clarke—166,468; Dr. Groopman—146,730; Mr. Marino—146,735; Dr. Mehta—146,730; Ms. Shoemaker—145,936; and Mr. Stover—146,730. As of December 31, 2023, the aggregate number of stock appreciation rights held by each non-employee director was: Dr. Groopman—8,333; Mr. Marino—8,333; Dr. Mehta—8,333; Ms. Shoemaker—8,333; and Mr. Stover—8,333.
- (3) Resigned on April 1, 2024 in connection with the acquisition of Trawsfynydd Therapeutics, Inc. ("Trawsfynydd").

In June 2013, our Board of Directors approved a non-employee director compensation policy, which became effective for all non-employee directors in July 2013. In June 2018, the Board of Directors revised the policy to change the retainer amounts and the number of options members of our Board of Directors would receive, based on a benchmarking study comparing our director compensation to a group of comparable peer companies. In accordance with this policy, each non-employee director receives an annual base retainer of \$40,000. In addition, our non-employee directors receive the following cash compensation for board services, as applicable:

- the chairman of our Board of Directors receives an additional annual retainer of \$30,000;
- each member of our audit, compensation and nominating and corporate governance committees receives an additional retainer of \$7,500, \$5,000 and \$4,000, respectively; and
- each chairperson of our audit, compensation and nominating and corporate governance committees receives an additional annual retainer of \$15,000, \$10,000 and \$8,000, respectively, in addition to the retainer received for service as a member of such committee.

All amounts are paid in quarterly installments.

All of our directors were eligible to receive additional discretionary awards under the Onconova 2021 Plan, subject to the annual limit set forth in the Onconova 2021 Plan.

We reimburse each non-employee director for out-of-pocket expenses incurred in connection with attending our Board of Directors and committee meetings. Compensation for our directors, including cash and equity compensation, is determined, and remains subject to adjustment, by our Board of Directors.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.**Equity Compensation Plan Information**

The following table summarizes the total number of outstanding awards and shares available for other future issuances of options under all of our equity compensation plans as of December 31, 2023. All of the outstanding awards listed below were granted under our 2013 Equity Compensation Plan, 2018 Plan, the Onconova 2021 Plan and the 2021 Plan.

Plan Category	Number of Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Shares Remaining Available for Future Issuance Under the Equity Compensation Plan (Excluding Shares in First Column)
Equity compensation plans approved by stockholders	2,311,011	\$ 3.04	942,848
Equity compensation plans not approved by stockholders	—	—	—

PRINCIPAL STOCKHOLDERS

The following table sets forth certain information regarding the beneficial ownership of common stock as of April 15, 2024 by (a) each person known by us to be the beneficial owner of more than 5% of the outstanding shares of our common stock, (b) each of our named executive officers identified under the heading, “2023 Summary Compensation Table”, (c) each of our directors, and (d) all of our executive officers and directors as a group.

The percentage of common stock outstanding is based on 25,301,009 shares of common stock outstanding on April 15, 2024. For purposes of the table below, and in accordance with the rules of the SEC, we deem shares of common stock subject to warrants and options that are currently exercisable or exercisable within sixty days of April 15, 2024 to be outstanding and to be beneficially owned by the person holding the warrants and options for the purpose of computing the percentage ownership of that person, but we do not treat them as outstanding for the purpose of computing the percentage ownership of any other person. The Series C Preferred Stock is non-voting and non-convertible until stockholder approval is obtained. Due to these conversion limitations on the Series C Preferred Stock, shares of underlying Common Stock have been excluded from beneficial ownership set forth below. Except as otherwise noted, each of the persons or entities in this table has sole voting and investing power with respect to all of the shares of common stock beneficially owned by him, her or it, subject to community property laws, where applicable. Except as otherwise noted below, the street address of each beneficial owner is c/o Traws Pharma, Inc., 12 Penns Trail, Newtown, PA 18940.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Beneficially Owned
5% or greater stockholders:		
Viriom, Inc. (1)	1,645,100	6.5%%
Directors, Director Nominees and Named Executive Officers:		
Werner Cautreels, Ph.D. (2)	200,000	*
Iain Dukes, D. Phil. (3)	134,237	*
Trafford Clarke, Ph.D. (4)	33,333	*
James J. Marino (5)	111,601	*
Nikolay Savchuk, Ph.D. (6)	134,237	*
Jack E. Stover (7)	80,472	*
M. Teresa Shoemaker (8)	82,851	*
Steven M. Fruchtmann, M.D. (9)	552,149	2.0
Mark P. Guerin (10)	243,290	1.0
Victor Moyo, M.D. (11)	—	*
All current executive officers, directors and director nominees as a group (12 persons)	1,737,170	6.5%

* Represents a beneficial ownership of less than one percent of our outstanding common stock.

- (1) Based on our records and on a Schedule 13D filed by Viriom, Inc. (“Viriom”) on April 8, 2024 with the SEC. Represents shares of common stock also held by Nikolay Savchuk and Iain Dukes, which may be deemed to be indirectly beneficially owned by Viriom. Dr. Savchuk and Dr. Dukes have shared voting and dispositive power over 1,645,100 shares of common stock. Dr. Savchuk has investment control of and is a director of Viriom, and indirectly holds a majority of shares of its common stock through AAAAn LLC, a limited liability company of which Dr. Savchuk is the managing member. Dr. Dukes is the Chief Executive Officer of Viriom. The address of Viriom is 12730 High Bluff Drive, Suite 100, San Diego, CA 92130.
- (2) Includes 200,000 RSUs.
- (3) Includes 67,550 RSUs Does not include 1,645,100 shares of common stock owned by Viriom. As explained above, also does not include 1,946,223 shares of common stock issuable upon conversion of Series C Preferred Stock and 48,011,114 shares of shares of common stock issuable to Viriom upon conversion of Series C Preferred Stock.
- (4) Includes 33,333 shares of common stock issuable upon the exercise of options that are currently exercisable or exercisable within sixty days of the record date.
- (5) Includes 90,267 shares of common stock issuable upon the exercise of warrants and options that are currently exercisable or exercisable within sixty days of the record date.
- (6) Includes 67,550 RSUs. Does not include 885,532 shares of common stock owned by TPAV, LLC or 1,645,100 shares of common stock owned by Viriom. As explained above, also does not include 1,946,223 shares of common stock issuable upon conversion of Series C Preferred Stock, 25,843,663 shares of shares of common stock issuable to TPAV, LLC upon conversion of Series C Preferred Stock and 48,011,114 shares of shares of common stock issuable to Viriom upon conversion of Series C Preferred Stock.
- (7) Includes 80,262 shares of common stock issuable upon the exercise of options that are currently exercisable or exercisable within sixty days of the record date.
- (8) Includes 79,468 shares of common stock issuable upon the exercise of options that are currently exercisable or exercisable within sixty days of the record date.
- (9) Includes 80,109 RSUs and 367,248 shares of common stock issuable upon the exercise of warrants and options that are currently exercisable or exercisable within sixty days of the record date.
- (10) Includes 39,984 RSUs and 167,330 shares of common stock issuable upon the exercise of warrants and options that are currently exercisable or exercisable within sixty days of the record date.
- (11) Dr. Moyo’s employment as our Chief Medical Officer, Oncology commenced April 12, 2024.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.

Review and Approval of Related Person Transactions

The audit committee of our Board of Directors is charged with the responsibility of reviewing and approving all related person transactions (as defined in SEC regulations), and periodically reassessing any related person transaction that we enter to ensure continued appropriateness. This responsibility is set forth in our audit committee charter. A related party transaction will only be approved if the audit committee determines that the transaction is in the best interests of the Company. If a director is involved in the transaction, he or she will recuse himself or herself from all decisions regarding the transaction.

There were no related person transactions (as defined in SEC regulations) during 2023.

After our acquisition of Trawsfynydd on April 1, 2024, the Company has the following related party transactions all of which have been approved by the Board and the audit committee as deemed necessary:

Trawsfynydd entered into that certain Master Research and Development Agreement with Viriom, dated January 5, 2022, pursuant to which Viriom provides service related to the research and development in the area of virology. Trawsfynydd also entered into that certain License Agreement with Viriom, dated January 20, 2023, pursuant to which Trawsfynydd licensed certain intellectual property from Viriom. Dr. Dukes and Dr. Savchuk are stockholders of Viriom and members of its board of directors. Dr. Savchuk has investment control of Viriom and indirectly holds a majority of its shares of common stock through AAAAn LLC, a limited liability company of which Dr. Savchuk is the managing member. Dr. Dukes is the Chief Executive Officer of Viriom. Additionally, Dr. Pauza is the Chief Science Officer of Viriom and Dr. Redfield is a strategic advisor and member of its board of directors.

Trawsfynydd entered into that certain Master Research And Development Agreement with ChemDiv, Inc. (“ChemDiv”), dated September 23, 2022, pursuant to which ChemDiv provides services related to preclinical drug discovery to Trawsfynydd. Dr. Savchuk is a stockholder of ChemDiv and a member of its board of directors.

Trawsfynydd also entered into the Securities Purchase Agreement (the “Securities Purchase Agreement”) with OrbiMed Private Investments VIII, LP, of which Dr. Dukes is a Venture Partner and is an affiliate of OrbiMed Advisors, and TPAV, LLC, which is managed by Dr. Savchuk and is an affiliate of Torrey Pines. Pursuant to the Securities Purchase Agreement, the Company agreed to issue and sell an aggregate of (i) 496,935 shares of Common Stock and (ii) 1,578.2120 shares of Series C Preferred Stock for an aggregate purchase price of approximately \$14 million.

See “Item 10. Directors, Executive Officers and Corporate Governance; Corporate Governance, Board Composition” above for a discussion regarding the independence of the members of our Board of Directors.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Fees of Independent Registered Public Accounting Firm

The following table summarizes the fees of Ernst & Young LLP (Philadelphia, PA, PCAOB ID: 42), our independent registered public accounting firm, billed to us for each of the last two fiscal years.

Fee Category	Fiscal 2023	Fiscal 2022
Audit Fees(1)	\$ 326,000	\$ 272,500
Audit-Related Fees(2)	—	—
Tax Fees(3)	—	—
Total Fees	<u>\$ 326,000</u>	<u>\$ 272,500</u>

- (1) Audit fees consist of fees for the audits of fiscal 2023 and 2022 and quarterly reviews of our consolidated financial statements and other professional services provided in connection with statutory and regulatory filings or engagements.
- (2) Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit and the review of our consolidated financial statements and which are not reported under "Audit Fees."
- (3) Tax fees for fiscal 2023 and fiscal 2022 include fees for tax advice, tax return preparation assistance and review.

Pre-Approval Policies and Procedures

Our audit committee's policy is that all audit services and all non-audit services to be provided to us by our independent registered public accounting firm must be approved in advance by the audit committee. The audit committee's approval procedures include the review and approval of engagement letters from our independent registered public accounting firm that document the fees for all audit services and non-audit services, primarily tax advice and tax return preparation and review.

All audit services in fiscal 2023 were pre-approved by our audit committee. Ernst & Young LLP did not provide any non-audit services in fiscal 2023.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

Financial Statements

Included in Part II, Item 8 of the Original Report.

Exhibits

See Exhibit Index.

EXHIBITS INDEX

Exhibit Number	Exhibit Description
<u>3.1</u>	<u>Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on July 25, 2013).</u>
<u>3.2</u>	<u>Certificate of Amendment to Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc. (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 31, 2016).</u>
<u>3.3</u>	<u>Certificate of Amendment to Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc., as amended (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 22, 2018).</u>
<u>3.4</u>	<u>Certificate of Amendment to Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc., as amended (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on June 8, 2018).</u>
<u>3.5</u>	<u>Certificate of Amendment to Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc., as amended (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on September 25, 2018).</u>
<u>3.6</u>	<u>Certificate of Designation of Series A Convertible Preferred Stock (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on February 8, 2018).</u>
<u>3.7</u>	<u>Certificate of Designation of Series B Convertible Preferred Stock (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 30, 2018).</u>
<u>3.8</u>	<u>Certificate of Amendment to the Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc., as amended (Incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 20, 2021).</u>
<u>3.9</u>	<u>Certificate of Amendment to the Tenth Amended and Restated Certificate of Incorporation of Onconova Therapeutics, Inc., as amended (Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on May 20, 2021).</u>
<u>3.10</u>	<u>Amended and Restated Bylaws of Onconova Therapeutics, Inc. (Incorporated by reference to Exhibit 3.2 to Pre-Effective Amendment No. 1 to the Company's Registration Statement on Form S-1 filed on July 11, 2013).</u>
<u>4.1</u>	<u>Form of Certificate of Common Stock (Incorporated by reference to Exhibit 4.1 to Pre-Effective Amendment No. 1 the Company's Registration Statement on Form S-1 filed on July 11, 2013).</u>
<u>4.2</u>	<u>Eighth Amended and Restated Stockholders' Agreement, effective as of July 27, 2012, by and among Onconova Therapeutics, Inc. and certain stockholders named therein (Incorporated by reference to Exhibit 4.2 to Pre-Effective Amendment No. 1 to the Company's Registration Statement on Form S-1 filed on July 11, 2013).</u>
<u>4.3</u>	<u>Amendment No. 1 to Eighth Amended and Restated Stockholders' Agreement, effective as of July 9, 2013 (Incorporated by reference to Exhibit 4.3 to Pre-Effective Amendment No. 1 the Company's Registration Statement on Form S-1 filed on July 11, 2013).</u>

- 4.4 [Form of Warrant Certificate, issued pursuant to Warrant Agreement, dated as of July 27, 2016, by and between Onconova Therapeutics, Inc. and Wells Fargo Bank, N.A., as Warrant Agent \(Incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed on August 15, 2016\).](#)
- 4.5 [Warrant Agreement, dated as of July 27, 2016, by and between Onconova Therapeutics, Inc. and Wells Fargo Bank, N.A., as Warrant Agent \(Incorporated by reference to Exhibit 4.2 to the Company's Quarterly Report on Form 10-Q filed on August 15, 2016\).](#)
- 4.6 [Form of Pre-Funded Warrants, issued as of July 27, 2016 \(Incorporated by reference to Exhibit 4.3 to the Company's Quarterly Report on Form 10-Q filed on August 15, 2016\).](#)
- 4.7 [Form of Underwriter Warrant, issued as of February 12, 2018 \(Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on February 8, 2018\).](#)
- 4.8 [Form of Preferred Stock Warrant, issued as of February 12, 2018 \(Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on February 8, 2018\).](#)
- 4.9 [Form of Pre-Funded Warrant, issued as of February 12, 2018 \(Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on February 8, 2018\).](#)
- 4.10 [Form of Preferred Stock Warrant, issued as of May 1, 2018 \(Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on April 30, 2018\).](#)
- 4.11 [Form of Pre-Funded Warrant, issued as of May 1, 2018 \(Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on April 30, 2018\).](#)
- 4.12 [First Amendment to Underwriter Series A Convertible Preferred Stock Purchase Warrant, dated as of September 24, 2018 \(Incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2018\).](#)
- 4.13 [Form of Placement Agent Common Stock Purchase Warrant, issued as of September 25, 2019 \(Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on September 25, 2019\).](#)
- 4.14 [Form of Letter Amendment to Warrants, dated as of September 23, 2019 \(Incorporated by reference to Exhibit 4.1 to the Company's Quarterly Report on Form 10-Q filed on November 12, 2019\).](#)
- 4.15 [Form of Common Stock Purchase Warrant, issued as of November 25, 2019 \(Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 26, 2019\).](#)
- 4.16 [Form of Pre-Funded Common Stock Warrant, issued as of November 25, 2019 \(Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on November 26, 2019\).](#)
- 4.17 [Form of Placement Agent Common Stock Purchase Warrant, issued as of November 25, 2019 \(Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on November 26, 2019\).](#)
- 4.18 [Form of Common Stock Purchase Warrant, issued as of December 10, 2019 \(Incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on December 10, 2019\).](#)
- 4.19 [Form of Placement Agent Common Stock Purchase Warrant, issued as of December 10, 2019 \(Incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on December 10, 2019\).](#)
- 4.20 [Form of Common Stock Purchase Warrant, issued as of December 2019 \(Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 19, 2019\).](#)
- 4.21 [Form of Placement Agent Common Stock Purchase Warrant, issued as of December 19, 2019 \(Incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on December 19, 2019\).](#)
- 4.22 [Form of Placement Agent Common Stock Purchase Warrant, issued as of January 3, 2020 \(Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on January 3, 2020\).](#)
- 4.23 [Description of the Company's Securities Registered under Section 12 of the Securities Exchange Act of 1934, as amended \(Incorporated by reference to Exhibit 4.22 to the Company's Annual Report on Form 10-K filed on March 27, 2020\).](#)
- 10.1* [License Agreement, effective as of July 5, 2011, by and between Onconova Therapeutics, Inc. and Symbio Pharmaceuticals Limited \(Incorporated by reference to Exhibit 10.2 to Pre-Effective Amendment No. 2 the Company's Registration Statement on Form S-1 filed on July 18, 2013\).](#)

- [10.2*](#) [First Amendment to License Agreement, effective as of September 2, 2011, by and between Onconova Therapeutics, Inc. and SymBio Pharmaceuticals Limited \(Incorporated by reference to Exhibit 10.3 to the Company's Registration Statement on Form S-1 filed on June 14, 2013\).](#)
- [10.3*](#) [License Agreement, effective as of January 1, 1999, by and between Onconova Therapeutics, Inc. and Temple University — Of The Commonwealth System of Higher Education \(Incorporated by reference to Exhibit 10.4 to the Company's Registration Statement on Form S-1 filed on June 14, 2013\).](#)
- [10.4*](#) [Amendment to License Agreement, effective as of September 1, 2000, by and between Temple University — Of The Commonwealth System of Higher Education and Onconova Therapeutics, Inc. \(Incorporated by reference to Exhibit 10.5 to the Company's Registration Statement on Form S-1 filed on June 14, 2013\).](#)
- [10.5*](#) [Amendment #1 to Exclusive License Agreement, effective as of March 21, 2013, by and between Temple University — Of The Commonwealth System of Higher Education and Onconova Therapeutics, Inc. \(Incorporated by reference to Exhibit 10.6 to the Company's Registration Statement on Form S-1 filed on June 14, 2013\).](#)
- [10.6+](#) [Onconova Therapeutics, Inc. 2007 Equity Compensation Plan, and forms of agreement thereunder \(Incorporated by reference to Exhibit 10.13 to Pre-Effective Amendment No. 1 the Company's Registration Statement on Form S-1 filed on July 11, 2013\).](#)
- [10.7+](#) [Consulting Agreement, effective as of January 1, 2012, by and between Onconova Therapeutics, Inc. and E. Premkumar Reddy, Ph.D., including Consultant Agreement Renewal, dated February 27, 2013 \(Incorporated by reference to Exhibit 10.23 to the Company's Registration Statement on Form S-1 filed on June 14, 2013\).](#)
- [10.8+](#) [Form of Indemnification Agreement entered into by and between Onconova Therapeutics, Inc. and each director and executive officer \(Incorporated by reference to Exhibit 10.24 to Pre-Effective Amendment No. 1 the Company's Registration Statement on Form S-1 filed on July 11, 2013\).](#)
- [10.9+](#) [Onconova Therapeutics, Inc. 2013 Equity Compensation Plan, and forms of agreement thereunder \(Incorporated by reference to Exhibit 10.25 to Pre-Effective Amendment No. 1 the Company's Registration Statement on Form S-1 filed on July 11, 2013\).](#)
- [10.10+](#) [Onconova Therapeutics, Inc. 2013 Performance Bonus Plan \(Incorporated by reference to Exhibit 10.26 to Pre-Effective Amendment No. 1 the Company's Registration Statement on Form S-1 filed on July 11, 2013\).](#)
- [10.11+](#) [Employment Agreement, effective as of July 1, 2015, by and between Onconova Therapeutics, Inc. and Mark P. Guerin \(Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on February 17, 2016\).](#)
- [10.12+](#) [Amended and Restated Employment Agreement, effective as of July 1, 2015, by and between Onconova Therapeutics, Inc. and Steven M. Fruchtman, M.D. \(Incorporated by reference to Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q filed on August 13, 2015\).](#)
- [10.13*](#) [License, Development and Commercialization Agreement, dated as of March 2, 2018, by and between Onconova Therapeutics, Inc. and Pint International SA \(Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on May 15, 2018\).](#)
- [10.14](#) [Securities Purchase Agreement, dated as of March 2, 2018, by and between Onconova Therapeutics, Inc. and Pint Pharma GmbH \(Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on May 15, 2018\).](#)
- [10.15.1+](#) [Amended and Restated Employment Agreement, effective as of June 19, 2018, by and between Onconova Therapeutics, Inc. and Steven M. Fruchtman, M.D. \(Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2018\).](#)
- [10.15.2+](#) [Amendment to Employment Agreement, dated as of March 18, 2021, by and between Onconova Therapeutics, Inc. and Steven M. Fruchtman, M.D. \(Incorporated by reference to Exhibit 10.15.2 to the Company's Annual Report on Form 10-K filed on March 18, 2021\).](#)
- [10.15.3+](#) [Employment Agreement, dated as of October 2, 2023, by and between Onconova Therapeutics, Inc. and Victor Mandia Moyo, MBChB \(Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2023\).](#)
- [10.16+](#) [Onconova Therapeutics, Inc. 2018 Omnibus Incentive Compensation Plan, as approved by the stockholders \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 29, 2018\).](#)
- [10.17+](#) [Form of Nonqualified Stock Option Award Agreement under the Onconova Therapeutics, Inc. 2018 Omnibus Incentive Compensation Plan \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 30, 2018\).](#)
- [10.18+](#) [Employment Agreement, effective as of November 5, 2018, by and between Onconova Therapeutics, Inc. and Richard C. Woodman, M.D. \(Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2018\).](#)

- [10.19](#) [License and Collaboration Agreement, effective as of May 10, 2019, by and between Onconova Therapeutics, Inc. and HanX Biopharmaceuticals, Inc. \(Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2019\).](#)
- [10.20](#) [Securities Purchase Agreement, effective as of May 10, 2019, by and between Onconova Therapeutics, Inc. and HanX Biopharmaceuticals, Inc. \(Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2019\).](#)
- [10.21](#) [Securities Purchase Agreement, effective as of May 10, 2019, by and between Onconova Therapeutics, Inc. and Abundant New Investments Ltd. \(Incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q filed on August 14, 2019\).](#)
- [10.22](#) [Form of Securities Purchase Agreement, effective as of September 23, 2019, by and between Onconova Therapeutics, Inc. and each purchase identified on the signature pages thereto \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on September 25, 2019\).](#)
- [10.23**](#) [Distribution, License and Supply Agreement, effective as of November 20, 2019, by and between Onconova Therapeutics, Inc. and Knight Therapeutics, Inc. \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 21, 2019\).](#)
- [10.24](#) [Form of Securities Purchase Agreement, effective as of November 21, 2019, by and between Onconova Therapeutics, Inc. and each purchaser identified on the signature pages thereto \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on November 26, 2019\).](#)
- [10.25](#) [Form of Securities Purchase Agreement, effective as of December 6, 2019, by and between Onconova Therapeutics, Inc. and each purchaser identified on the signature pages thereto \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 10, 2019\).](#)
- [10.26**](#) [Distribution, License and Supply Agreement, by and between Onconova Therapeutics, Inc. and Specialised Therapeutics Asia Pte. Ltd., effective as of December 18, 2019 \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 19, 2019\).](#)
- [10.27](#) [Form of Securities Purchase Agreement, by and between Onconova Therapeutics, Inc. and each purchaser identified on the signature pages thereto, effective as of December 17, 2019 \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on December 19, 2019\).](#)
- [10.28](#) [Form of Securities Purchase Agreement, by and between Onconova Therapeutics, Inc. and each purchaser identified on the signature pages thereto, effective as of December 31, 2019 \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 3, 2020\).](#)
- [10.29+](#) [Form of Stock Appreciation Right Award Agreement \(for Employees\) \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 10, 2020\).](#)
- [10.30](#) [Form of Purchase Agreement, dated as of January 7, 2021, by and among Onconova Therapeutics, Inc. and the investors party thereto \(Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 8, 2021\).](#)
- [10.31](#) [Underwriting Agreement, dated February 10, 2021, by and between Onconova Therapeutics, Inc. and Guggenheim Securities, LLC \(Incorporated by reference as Exhibit 1.1 to the Company's Current Report of Form 8-K filed on February 12, 2021\).](#)
- [10.32+](#) [Form of Stock Appreciation Right Award Agreement \(for Non-Employee Directors\) \(Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on November 16, 2020\).](#)
- [10.33+](#) [Form of Performance Stock Unit Award Agreement \(Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 10, 2020\).](#)
- [10.34+](#) [Employment Agreement, dated June 14, 2021, by and between Onconova Therapeutics, Inc. and Mark Stephen Gelder, M.D. \(Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on August 16, 2021\).](#)
- [10.35+](#) [Employment Agreement, dated March 9, 2021, by and between Onconova Therapeutics, Inc. and Abraham N. Oler \(Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on August 16, 2021\).](#)
- [10.36](#) [Equity Distribution Agreement, dated as of August 20, 2021, by and between Onconova Therapeutics, Inc. and Piper Sandler & Co. \(Incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K filed on August 20, 2021\).](#)

<u>10.37</u>	<u>Underwriting Agreement, dated September 23, 2021, by and between Onconova Therapeutics, Inc. and Guggenheim Securities, LLC (Incorporated by reference as Exhibit 1.1 to the Company's Current Report of Form 8-K filed on September 24, 2021).</u>
<u>10.38+</u>	<u>Form of Restricted Stock Unit Agreement (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on November 15, 2021).</u>
<u>10.39+</u>	<u>Form of Non-Qualified Stock Option Agreement (Incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q filed on November 15, 2021).</u>
<u>10.40+</u>	<u>Amendment to Employment Agreement, effective as of June 10, 2022, by and between Onconova Therapeutics, Inc. and Mark P. Guerin (Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on June 13, 2022).</u>
<u>10.41+</u>	<u>Onconova Therapeutics, Inc. 2021 Incentive Compensation Plan (Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q filed on November 14, 2022).</u>
<u>21.1#</u>	<u>Subsidiaries of Onconova Therapeutics, Inc.</u>
<u>23.1#</u>	<u>Consent of Ernst & Young, LLP.</u>
<u>31.1</u>	<u>Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<u>31.2</u>	<u>Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
<u>32.1##</u>	<u>Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
<u>32.2##</u>	<u>Certification of Principal Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
<u>97#</u>	<u>Compensation Recoupment Policy of Onconova Therapeutics, Inc., dated as of December 1, 2023.</u>
<u>101.INS</u>	<u>XBRL Instance – The instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document</u>
<u>101.SCH</u>	<u>XBRL Taxonomy Extension Schema Document</u>
<u>101.CAL</u>	<u>XBRL Taxonomy Extension Calculation Linkbase Document</u>
<u>101.DEF</u>	<u>XBRL Taxonomy Extension Calculation Linkbase Document</u>
<u>101.LAB</u>	<u>XBRL Taxonomy Extension Labels Linkbase Document</u>
<u>101.PRE</u>	<u>XBRL Taxonomy Extension Presentation Linkbase Document</u>
<u>104</u>	<u>Cover Page Interactive Data File – The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document</u>

+ Indicates management contract or compensatory plan.

* Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

** Portions of the exhibit have been omitted.

Previously filed.

Previously furnished.

CERTIFICATIONS

I, Werner Cautreels, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Traws Pharma, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: April 29, 2024

/s/ WERNER CAUTREELS

Werner Cautreels
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATIONS

I, Mark Guerin, certify that:

1. I have reviewed this Annual Report on Form 10-K/A of Traws Pharma, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated: April 29, 2024

/s/ MARK GUERIN

Mark Guerin

Chief Operating Officer and Chief Financial Officer

(Principal Financial Officer)
