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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **July 24, 2023**



**Cardiff Oncology, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**001-35558**  
(Commission File Number)

**27-2004382**  
(IRS Employer  
Identification No.)

**11055 Flintkote Avenue  
San Diego, CA 92121**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(858) 952-7570**

(Former name or former address, if changed since last report)

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

Title of each class:	Trading Symbol(s)	Name of each exchange on which registered:
Common Stock	CRDF	Nasdaq Capital Market

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On July 24, 2023, Cardiff Oncology, Inc. issued a press release announcing that on July 24, 2023, non-qualified stock option awards to purchase an aggregate of 50,016 shares of its common stock were granted to one new employee. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

99.1 [Press Release of Cardiff Oncology, Inc. dated July 24, 2023](#)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: July 24, 2023

CARDIFF ONCOLOGY, INC.

By: /s/ Mark Erlander  
Mark Erlander  
Chief Executive Officer



## Cardiff Oncology Reports Inducement Grant Under Nasdaq Listing Rule 5635(c)(4)

SAN DIEGO, July 24, 2023 /PRNewswire/ -- Cardiff Oncology, Inc. (Nasdaq: CRDF), a clinical-stage biotechnology company leveraging PLK1 inhibition, a well-validated oncology drug target, to develop novel therapies across a range of cancers, today announced that on July 24, 2023, non-qualified stock option awards to purchase an aggregate of 50,016 shares of its common stock were granted to one new employee. The stock options were granted as inducements material to the new employee becoming an employee of Cardiff Oncology in accordance with Nasdaq Listing Rule 5635(c)(4).

The options have an exercise price of \$1.49 per share, which is equal to the closing price of Cardiff Oncology's common stock on July 24, 2023. Each option will vest over a 4-year period, with 25% of the shares vesting upon the 1-year anniversary of the date of grant and the remaining shares vesting monthly over the following 36-months, subject to the employee's continued employment with Cardiff Oncology on such vesting dates.

### About Cardiff Oncology, Inc.

Cardiff Oncology is a clinical-stage biotechnology company leveraging PLK1 inhibition, a well-validated oncology drug target, to develop novel therapies across a range of cancers. The Company's lead asset is onvansertib, a PLK1 inhibitor being evaluated in combination with standard-of-care (SoC) therapeutics in clinical programs targeting indications such as KRAS/NRAS-mutated metastatic colorectal cancer (mCRC) and metastatic pancreatic ductal adenocarcinoma (mPDAC), as well as in investigator-initiated trials in triple negative breast cancer (TNBC) and small cell lung cancer (SCLC). These programs and the Company's broader development strategy are designed to target tumor vulnerabilities in order to overcome treatment resistance and deliver superior clinical benefit compared to the SoC alone. For more information, please visit <https://www.cardiffoncology.com>.

### Cardiff Oncology Contact:

James Levine  
Chief Financial Officer  
858-952-7670

[jlevine@cardiffoncology.com](mailto:jlevine@cardiffoncology.com)

### Investor Contact:

Kiki Patel, PharmD  
Gilmartin Group  
332-895-3225

[Kiki@gilmartinir.com](mailto:Kiki@gilmartinir.com)

### Media Contact:

Richa Kumari  
Taft Communications  
551 344-5592

[richa@taftcommunications.com](mailto:richa@taftcommunications.com)