

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

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

**Date of report (Date of earliest event reported): June 12, 2020 (June 11, 2020)**

**Y-MABS THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

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

**001-38650  
(Commission  
File Number)**

**47-4619612  
(I.R.S. Employer  
Identification No.)**

**230 Park Avenue  
Suite 3350  
New York, New York 10169  
(Address of principal executive offices) (Zip Code)**

**(646) 885-8505  
(Registrant's telephone number, include area code)**

**N/A  
(Former Name or Former Address, if Changed Since Last Report)**

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

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

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

<b>Title of each class:</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered:</b>
Common Stock, \$0.0001 par value	YMAB	NASDAQ Global Select Market

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

Emerging growth company

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

## Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 11, 2020, Y-mAbs Therapeutics, Inc., (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”).

The following proposals were submitted to the stockholders at the Annual Meeting:

1. the election of three (3) Class II directors, James I. Healy, M.D., Ashutosh Tyagi, M.D., and Laura J. Hamill, nominated by the Company’s Board of Directors, each to serve for a three-year term to expire at the 2023 annual meeting of stockholders, each such nominee to hold office until his/her successor has been duly elected and qualified or until his/her earlier death, resignation or removal; and
2. the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2020.

The proposals are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 28, 2020. No other proposals were submitted to the stockholders at the Annual Meeting.

The number of shares of common stock entitled to vote at the Annual Meeting was 39,757,623.

All matters submitted to a vote of the Company’s stockholders at the Annual Meeting were approved and all director nominees were elected. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

### 1. Election of three Class II directors.

<b>Nominee</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
James I. Healy, M.D.	21,179,389	6,623,361	3,414,604
Ashutosh Tyagi, M.D.	24,803,197	2,999,553	3,414,604
Laura J. Hamill	27,759,750	43,000	3,414,604

The Company’s stockholders elected James I. Healy, M.D., Ashutosh Tyagi, M.D., and Laura J. Hamill each to serve for a three-year term to expire at the 2023 annual meeting of stockholders, each such nominee to hold office until his/her successor has been duly elected and qualified or until his/her earlier death, resignation or removal.

### 2. Ratification of appointment of independent registered public accounting firm.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
31,217,080	104	170	0

The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020.

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SIGNATURES

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

Y-MABS THERAPEUTICS, INC.

Date: June 12, 2020

By: /s/ Thomas Gad

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Thomas Gad

Founder, Chairman, President and Head of Business Development &  
Strategy

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