
**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**

**April 2, 2019
Date of Report (Date of earliest event reported)**

PDS Biotechnology Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-37568
(Commission File Number)

26-4231384
(I.R.S. Employer Identification No.)

**300 Connell Drive, Suite 4000
Berkeley Heights, NJ**
(Address of principal executive offices)

07922
(Zip Code)

Registrant's telephone number, including area code **(800) 208-3343**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

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

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

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.

Explanatory Note

As disclosed under the section entitled “*Introductory Note*” on the Current Report on Form 8-K filed with the Securities and Exchange Commission (the “*SEC*”) on March 18, 2019 by PDS Biotechnology Corporation, a Delaware corporation (“*PDS*”), on March 15, 2019, PDS consummated the transactions contemplated by that certain Agreement and Plan of Merger and Reorganization, as amended, dated as of November 23, 2018 (the “*Merger Agreement*”), by and among Edge Therapeutics, Inc. (“*Edge*”), Echos Merger Sub, Inc. (“*Merger Sub*”) and privately held PDS Biotechnology Corporation (“*Privately Held PDS*”), pursuant to which Merger Sub merged with and into Privately Held PDS, with Privately Held PDS surviving as a wholly-owned subsidiary of Edge (the “*Merger*”). Pursuant to the Merger Agreement, Edge changed its name to PDS Biotechnology Corporation and Privately Held PDS changed its name to PDS Operating Corporation.

Item 4.01. Changes in Registrant’s Certifying Accountant.

On April 2, 2019, the Board of Directors of PDS (the “*Board*”) agreed that KPMG LLP (“*KPMG*”), PDS’s pre-Merger independent registered public accounting firm, will continue to serve as PDS’s independent registered public accounting firm for the fiscal year ending December 31, 2019. Accordingly, Haynie & Company (“*Haynie*”), the independent registered public accounting firm of Privately Held PDS was deemed to be dismissed effective upon the closing of the Merger.

None of the reports of Haynie on Privately Held PDS’s financial statements for either of the past two years or subsequent interim period contained an adverse opinion or disclaimer of opinion, or was qualified or modified as to uncertainty, audit scope or accounting principle, except that each of Haynie’s audit reports included an explanatory paragraph as to Privately Held PDS’s ability to continue as a going concern.

During Privately Held PDS’s two most recent years ended December 31, 2018 and 2017, and the subsequent interim periods preceding their dismissal, there were (i) no disagreements with Haynie, whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of Haynie, would have caused them to make reference to the subject matter of the disagreement in connection with their report on Privately Held PDS’s financial statements and (ii) no reportable event (as described in paragraph 304(a)(1)(v)) of Regulation S-K).

During the two most recent fiscal years and the interim periods preceding the engagement, and through the date of this Current Report on Form 8-K, neither Privately Held PDS nor anyone on its behalf has previously consulted with KPMG regarding either (a) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on Privately Held PDS’s financial statements, and neither a written report was provided nor oral advice was provided to Privately Held PDS that KPMG concluded was an important factor considered by Privately Held PDS in reaching a decision as to the accounting, auditing or financial reporting issue; or (b) any matter that was either the subject of a disagreement (as defined in paragraph 304(a)(1)(iv) of Regulation S-K and the related instructions thereto) or a reportable event (as described in paragraph 304(a)(1)(v)) of Regulation S-K).

PDS provided Haynie with a copy of the disclosures it is making in this Current Report on Form 8-K and has requested that Haynie furnish it with a letter addressed to the SEC stating whether they agree with the above statements. Haynie responded with a letter dated April 8, 2019, stating that Haynie agrees with the statements set forth above, a copy of which is filed herewith as Exhibit 16.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 2, 2019, the Board appointed Stephen Glover as a director, and as a member of the Board’s audit committee and compensation committee, effective as of the same date.

Mr. Glover is the co-founder and is currently the CEO of Variant Pharmaceuticals, Inc., a position he has held since March 2014. Variant Pharmaceuticals is a privately held clinical stage orphan drug company leveraging advanced proprietary technologies to develop best-in-class drugs for patients with rare diseases. Prior to joining Variant Pharmaceuticals, Mr. Glover was the President of Inmed Incorporated, a publicly traded biopharmaceutical company, the former co-founder and Chief Business Officer of Coherus BioSciences, Inc., a late-stage biologics platform company and the former Senior Vice President and General Manager at Andrx Laboratories and Andrx Therapeutics, Inc., divisions of Andrx Corporation. Mr. Glover currently serves on the board of directors of InflamaCORE, LLC; Incon Co., Ltd., Tack Surgical LLC; and Asclepius Life Sciences Fund, L.P., all privately held companies. Mr. Glover holds a B.S. in Marketing from Illinois State University.

The Board and the compensation committee of the Board are currently in the process of reviewing 2019 compensation for its executive officers and non-employee directors.

There are no arrangements or understandings between Mr. Glover and any other persons pursuant to which he was appointed as a director of PDS. There are no family relationships between Mr. Glover and any of PDS's directors, executive officers, or persons nominated or chosen by PDS to become a director or executive officer. Mr. Glover is not a party to any current or proposed transaction with PDS for which disclosure is required under Item 404(a) of Regulation S-K. The Board has determined that Mr. Glover is an independent director in accordance with applicable rules of the SEC and the Nasdaq Stock Market.

On April 2, 2019, the Board determined that Gregory Freitag, Stephen Glover and Sir Richard Sykes shall be Class A directors of PDS whose terms expire at the annual meeting of stockholders in 2019; (ii) James Loughlin and Andrew Saik shall be Class B directors of PDS whose terms expire at the annual meeting of stockholders in 2020; and (iii) Frank Bedu-Addo and De Lyle W. Bloomquist shall be Class C directors of PDS whose terms expire at the annual meeting of stockholders in 2021.

Item 8.01. Other Events.

On April 8, 2019, PDS issued a press release announcing the appointment of Stephen Glover as a director. The full text of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|------------------------|--|
| 16.1 | Letter dated April 8, 2019 from Haynie & Company to the SEC. |
| 99.1 | Press release dated April 8, 2019. |

SIGNATURES

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

PDS Biotechnology Corporation

Dated: April 8, 2019

By: /s/ Frank Bedu-Addo

Name: Frank Bedu-Addo

Title: President and Chief Executive Officer

April 8, 2019

Office of the Chief Accountant
Securities and Exchange Commission
460 Fifth Street N. W.
Washington, DC 20549

Re: PDS Biotechnology Corporation

Commission File Number 001-37568

Dear Sirs:

We have received a copy of, and are in agreement with, the statements being made by PDS Biotechnology Corporation in Item 4.01 of its Form 8-K dated April 8, 2019 and captioned "Changes in Registrant's Certifying Accountant."

We hereby consent to the filing of this letter as an exhibit to the foregoing report on Form 8-K.

Sincerely,
/s/ Haynie & Company

PDS Biotechnology Appoints Stephen Glover to its Board of Directors

Berkeley Heights, NJ, April 8, 2019 - PDS Biotechnology Corporation (Nasdaq: PDSB) , a clinical-stage immuno-oncology company developing novel multifunctional immunotherapeutic products, today announced that Stephen Glover has been appointed to PDS's Board of Directors, effective immediately. Mr. Glover has been appointed to serve as a member of the Board of Directors' audit committee and compensation committee.

Mr. Glover has more than 30 years of experience in the biopharmaceutical industry, specializing in developing pharmaceutical business strategies, corporate and product development, and commercialization and business optimization. His breadth of experience spans multiple Fortune 100 companies with multiple transactions totaling over \$10 billion. Mr. Glover is the Co-Founder and Managing Principal for Asclepius Life Sciences Fund and also the CEO and President of Variant Pharmaceuticals, an emerging specialty pharmaceutical company developing drug therapies for patients with rare diseases or conditions with limited or sub-optimal treatment options.

Prior to Variant, Mr. Glover was the Co-founder and Chief Business Officer of Coherus BioSciences (Nasdaq: CHRS), a late-stage biologics platform company focused on delivering high-quality biosimilar therapeutics. Prior to co-founding Coherus, Mr. Glover was the President of Inmed Therapeutic Proteins as well as Executive Vice President and Chief Business Officer of Inmed Incorporated, where he was responsible for the creation of its biosimilar business unit and its subsequent divestiture to Merck. He has also held executive management roles at Andrx Corporation, Roche Laboratories, Amgen Inc. and IMS Health. Mr. Glover currently serves on the Board of Directors of Variant Pharmaceuticals, Two-B Pharma and InflamaCore. Additionally, Mr. Glover serves as an Executive-in-Residence at the University of Miami U Innovation Life Sciences Office. Mr. Glover holds a B.S. in Marketing from Illinois State University.

Frank K. Bedu-Addo Ph.D., Chief Executive Officer of PDS Biotechnology commented, "We are pleased to welcome Steve to the PDS Board of Directors. His extensive experience spanning the entire lifecycle of drug development, as well as his deep transactional experience, will be invaluable as we plan to initiate two phase 2 clinical studies for our lead asset, PDS0101, in the fourth quarter of 2019. We look forward to leveraging the experience of our newly strengthened Board of Directors to help guide PDS's strategic directions as we continue to develop our novel Versamune® platform."

Mr. Glover added, "I am excited to join the PDS Board of Directors and look forward to working with PDS's scientific and executive leaders. I believe that PDS's proprietary Versamune platform and exciting pipeline of product candidates present a unique opportunity to treat cancers. I look forward to leveraging my wealth of experience in the industry and working with the PDS team to help guide the company toward success."

About PDS Biotechnology

PDS Biotechnology is a clinical stage immuno-oncology company with a growing pipeline of clinical-stage immunotherapies to treat various early-stage and late-stage cancers, including head and neck cancer, prostate cancer, breast cancer, cervical cancer, anal cancer, and other cancers.

PDS Biotechnology's lead product candidate, PDS0101, is an off-the-shelf immunotherapy that is administered by subcutaneous injection. PDS0101 has demonstrated potent *in-vivo* induction of the critical phenotype of tumor-attacking killer (CD8) T-cells, and induction of memory T-cells, in a human Phase 1/2a clinical study. No dose-limiting toxicities were observed in that Phase 1/2a study, suggesting potential for a rare combination of potency and safety in the cancer-treating immunotherapeutic product class. Previous PDS0101 preclinical studies also demonstrated potent CD8 T-cell induction, as well as the ability to completely regress advanced HPV-positive tumors with low doses of the immunotherapy.

For additional information about PDS Biotechnology, please visit www.pdsbiotech.com.

About Versamune®

Versamune® is a proprietary, clinical stage, synthetic lipid-based immunotherapy platform. PDS's pipeline of Versamune®-based products, which are all administered by subcutaneous injection, provides strong activation of type I interferon genes. The Versamune® mechanism of action also involves effective presentation of tumor antigens via the MHC Class I pathway. These two mechanisms together promote strong *in-vivo* induction of polyfunctional tumor-targeting CD8+ T-cells. This result, as well as a high degree of safety, was confirmed in the PDS0101 Phase 1/2a human clinical trial.

Versamune®-based immunotherapies have been demonstrated to alter the tumor micro-environment in preclinical mechanism of action studies, thus further enhancing the ability of Versamune®-induced T-cells to effectively kill tumor cells. Versamune® is now being applied to the development of multiple clinical-stage cancer products, including those intended to address both early and late-stage cancer indications as monotherapies, as well as combinations with other successful immuno-oncology approaches such as checkpoint inhibitors.

Forward Looking Statements

This communication contains forward-looking statements (including within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended) concerning PDS Biotechnology and other matters. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the management of PDS Biotechnology, as well as assumptions made by, and information currently available to, management. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as “may,” “will,” “should,” “would,” “expect,” “anticipate,” “plan,” “likely,” “believe,” “estimate,” “project,” “intend,” and other similar expressions among others. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: the ability of the PDS Biotechnology to access capital markets, the timing for PDS Biotechnology to initiate two clinical trials for its lead asset, PDS0101, and legislative, regulatory, political and economic developments. The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in the documents filed by PDS Biotechnology and its predecessor entity, Edge Therapeutics, Inc. (“Edge”), with the Securities and Exchange Commission from time to time, including Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and Amendment No. 1 to the Form S-4 filed by Edge on January 25, 2019. Except as required by applicable law, the PDS Biotechnology undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

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