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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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

**November 8, 2018**  
Date of Report (Date of earliest event reported)

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**Tocagen Inc.**  
(Exact name of registrant as specified in its charter)

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

**001-38052**  
(Commission  
File Number)

**26-1243872**  
(IRS Employer  
Identification No.)

**4242 Campus Point Court, Suite 500**  
**San Diego, California**  
(Address of principal executive offices)

**92121**  
(Zip Code)

**Registrant's telephone number, including area code: (858) 412-8400**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

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.

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

(b)

On November 8, 2018, Asha Das, M.D., our Senior Vice President and Chief Medical Officer, notified us that she will be resigning from such positions, effective November 23, 2018.

Lori Kunkel, M.D. has been appointed as our Acting Chief Medical Officer, effective November 26, 2018.

In connection with Dr. Kunkel's appointment and, in order for the company to maintain compliance with the Nasdaq listing rules regarding independent directors, on November 15, 2018, Dr. Kunkel has resigned as a member of our Board of Directors, effective immediately upon the effectiveness of her appointment as Acting Chief Medical Officer.

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**SIGNATURES**

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

Dated: November 15, 2018

**Tocagen Inc.**

By: /s/ Mark Foletta

Mark Foletta

Executive Vice President, Chief Financial Officer