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**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**

**October 1, 2019**

Date of Report (Date of earliest event reported)

**Tocagen Inc.**

(Exact name of registrant as specified in its charter)

**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**

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.

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

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share	TOCA	The Nasdaq Global Select Market

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## **Item 2.05 Costs Associated with Exit or Disposal Activities.**

On October 1, 2019, Tocagen Inc. (the “Company”) commenced a corporate restructuring plan that includes reducing its workforce by approximately 65% in order to extend the Company’s resources. The restructuring was approved by the Company’s Board of Directors on October 1, 2019, and affected employees were informed on October 2, 2019. The Company estimates that it will incur a one-time personnel-related restructuring charges of approximately \$1.0 million for employee severance and other related termination benefits. Severance payments are expected to be paid in full by December 31, 2019.

The estimates of costs that the Company expects to incur and the timing thereof are subject to a number of assumptions and actual results may differ.

## **Item 8.01 Other Events.**

On October 3, 2019, the Company issued a press release announcing a strategic update and corporate restructuring. A copy of the press release is attached as Exhibit 99.1 to this report.

## **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
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99.1	<a href="#">Press Release dated October 3, 2019.</a>
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## **Forward-Looking Statements**

Statements contained in this report and the attached press release regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Such statements include, but are not limited to, statements regarding the Company’s expected impact and timing of its corporate restructuring plan, plans and priorities for clinical development, and timing for financial guidance. Risks that contribute to the uncertain nature of the forward-looking statements include, but are not limited to, the Company’s ability to carry out its corporate restructuring plan and planned clinical development activities and its estimates regarding expenses, future revenue and capital requirement. These and other risks and uncertainties are described more fully under the caption “Risk Factors” and elsewhere in the Company’s filings and reports with the United States Securities and Exchange Commission. All forward-looking statements contained in this report and the attached press release speak only as of the date on which they were made. The Company undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

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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.

Date: October 3, 2019

### **Tocagen Inc.**

By: /s/ Mark Foletta  
Mark Foletta  
Chief Financial Officer



## Tocagen Announces Restructuring to Focus on Clinical Development

*Toca 5 full results to be presented at the upcoming Society For Neuro-Oncology Annual Meeting*

**SAN DIEGO –OCTOBER 3, 2019** Tocagen Inc. (Nasdaq: TOCA), a clinical-stage, cancer-selective gene therapy company, today announced a restructuring to focus its resources on the clinical development of Toca 511 and Toca FC.

Tocagen will reduce its workforce by approximately 65%, resulting in approximately 30 remaining full-time employees by the end of the year. The company plans to provide financial guidance in the fourth quarter of 2019.

“We have an extraordinary team at Tocagen, which makes this an extremely difficult decision, and we are deeply grateful for the contributions that all of our employees have made to the advancement of our founding vision that No One Should Die Of Cancer,” said Marty Duvall, chief executive officer of Tocagen. “With the extended cash position from this restructuring, our immediate priorities are to complete the analysis of the Toca 5 trial data, present the results thereof at the upcoming Society For Neuro-Oncology Annual Meeting in November 2019, and interact with the regulatory agencies to determine potential next steps for Toca 511 & Toca FC in recurrent high grade glioma.”

### **About Tocagen**

Tocagen is a clinical-stage, cancer-selective gene therapy company developing first-in-class, broadly applicable product candidates designed to activate a patient's immune system against their own cancer. Tocagen's lead investigational product candidate, Toca 511 & Toca FC, is under evaluation in a Phase 2/3 trial for patients newly diagnosed with glioblastoma, sponsored by the NCI and conducted by NRG Oncology, and a Phase 1 trial in patients with non-muscle invasive bladder cancer. Tocagen is advancing preclinical programs from its versatile gene therapy platform that represents a new approach in cancer immunotherapy. For more information about Tocagen, visit [www.tocagen.com](http://www.tocagen.com).

### **Forward-Looking Statements**

*Statements contained in this press release regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Such statements include, but are not limited to, statements regarding our expected impact and timing of our restructuring plan, plans and priorities for clinical development, and timing for financial guidance. Risks that contribute to the uncertain nature of the forward-looking statements include: our ability to carry out our restructuring plan and planned clinical development activities and our estimates regarding expenses, future revenue and capital requirements.*

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*These and other risks and uncertainties are described more fully under the caption "Risk Factors" and elsewhere in Tocagen's filings and reports with the United States Securities and Exchange Commission. All forward-looking statements contained in this press release speak only as of the date on which they were made. Tocagen undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.*

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