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): January 13, 2021

NantKwest, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-37507**	**43-1979754**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

3530 John Hopkins Court **San Diego, California** **(Address of Principal Executive Offices)**	**92121** **(Zip Code)**

Registrant's Telephone Number, Including Area Code: (858) 633-0300

Not Applicable
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value per share	**NK**	**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 7.01 Regulation FD Disclosure.

On January 13, 2021, NantKwest, Inc., a Delaware corporation ("NantKwest"), and ImmunityBio, Inc. ("ImmunityBio"), will make a joint presentation at the 39th Annual JP Morgan Healthcare Conference. Attached as Exhibit 99.1 to this current report on Form 8-K is a copy of the slide presentation to be made available at the conference.

As provided in General Instruction B.2. to Form 8-K, the information set forth in this Item 7.01 and Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), nor shall they be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

This communication contains forward-looking statements relating to the proposed transaction involving NantKwest, Inc. ("NantKwest") and ImmunityBio, Inc. ("ImmunityBio"), including financial estimates and statements as to the expected timing, completion and effects of the proposed transaction and statements relating to NantKwest and ImmunityBio's future success in improving the treatment of various diseases and illnesses, including, but not limited to COVID-19 and cancer. Statements in this communication that are not statements of historical fact are considered forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which are usually identified by the use of words such as "anticipates," "believes," "continues", "could", "estimates," "expects," "intends," "may," "plans," "potential", "predicts", "projects," "seeks," "should," "will," and variations of such words or similar expressions. These forward-looking statements are neither forecasts, promises nor guarantees, and are based on the current beliefs of NantKwest's management and ImmunityBio's management as well as assumptions made by and information currently available to NantKwest and ImmunityBio. Such statements reflect the current views of NantKwest and ImmunityBio with respect to future events and are subject to known and unknown risks, including business, regulatory, economic and competitive risks, uncertainties, contingencies and assumptions about NantKwest and ImmunityBio, including, without limitation, (i) inability to complete the proposed transaction because, among other reasons, conditions to the closing of the proposed transaction may not be satisfied or waived, (ii) uncertainty as to the timing of completion of the proposed transaction, (iii) potential adverse effects or changes to relationships with employees, suppliers or other parties resulting from the announcement or completion of the proposed transaction, (iv) the outcome of any legal proceedings that may be instituted against the parties and others related to the merger agreement, (v) possible disruptions from the proposed transaction that could harm NantKwest's or ImmunityBio's respective business, including current plans and operations, (vi) unexpected costs, charges or expenses resulting from the proposed transaction, (vii) uncertainty of the expected financial performance of the combined company following completion of the proposed transaction, including the possibility that the expected synergies and value creation from the proposed transaction will not be realized or will not be realized within the expected time period, (viii) the ability of each of NantKwest or ImmunityBio to continue its planned preclinical and clinical development of its respective development programs, and the timing and success of any such continued preclinical and clinical development and planned regulatory submissions, (ix) inability to retain and hire key personnel, and (x) the unknown future impact of the COVID-19 pandemic delay on certain clinical trial milestones and/or NantKwest's or ImmunityBio's operations or operating expenses. More details about these and other risks that may impact our business are described under the heading "Risk Factors" in NantKwest's most recent Quarterly Report on Form 10-Q and Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission ("SEC") and in subsequent filings made by NantKwest with the SEC, which are available on the SEC's website at www.sec.gov. NantKwest and ImmunityBio caution you not to place undue reliance on any forward-looking statements, which speak only as of the date hereof. NantKwest and ImmunityBio do not undertake any duty to update any forward-looking statement or other information in this communication, except to the extent required by law. No representation is made as to the safety or effectiveness of these product candidates for the therapeutic use for which such product candidates are being studied.

Certain information contained in this communication relates to or is based on studies, publications, surveys and other data obtained from third-party sources and NantKwest's and ImmunityBio's own internal estimates and research. While NantKwest and ImmunityBio believe these third-party sources to be reliable as of the date of this communication, it has not independently verified, and makes no representation as to the adequacy, fairness, accuracy or completeness of, any information obtained from third-party sources. In addition, all of the market data included in this communication involves a number of assumptions and limitations, and there can be no guarantee as to the accuracy or reliability of such assumptions. Finally, while NantKwest and ImmunityBio each believes its own internal research is reliable, such research has not verified by any independent source.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to buy, sell or solicit any securities or any proxy, vote or approval in any jurisdiction pursuant to or in connection with the proposed transaction or otherwise, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be deemed to be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Additional Information and Where to Find It

In connection with the proposed transaction, NantKwest intends to file a registration statement on Form S-4 with the SEC, which will include a prospectus and joint solicitation statement of NantKwest and ImmunityBio (the "solicitation statement/prospectus"). NantKwest may also file other documents regarding the proposed transaction with the SEC. This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication is not intended to be, and is not, a substitute for such filings or for any other document that NantKwest may file with the SEC in connection with the proposed transaction. BEFORE MAKING ANY VOTING OR INVESTMENT DECISION, INVESTORS AND SECURITY HOLDERS ARE URGED TO CAREFULLY READ THE ENTIRE REGISTRATION STATEMENT AND SOLICITATION STATEMENT / PROSPECTUS, WHEN THEY BECOME AVAILABLE, AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THESE DOCUMENTS, CAREFULLY AND IN THEIR ENTIRETY BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and security holders will be able to obtain free copies of the registration statement and solicitation statement/prospectus and other documents filed with the SEC by NantKwest through the website maintained by the SEC at www.sec.gov. In addition, investors and security holders will be able to obtain free copies of the prospectus and other documents filed with the SEC on NantKwest's website at www.ir.NantKwest.com.

Participants in the Solicitation

NantKwest and certain of its respective directors and executive officers may be deemed to be participants in the solicitation of proxies from stockholders of NantKwest in connection with the proposed transaction under the rules of the SEC. Investors may obtain information regarding the names, affiliations and interests of directors and executive officers of NantKwest in NantKwest's proxy statement for its 2020 annual meeting of stockholders, which was filed with the SEC on April 24, 2020, as well as its other filings with the SEC. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the registration statement, solicitation statement / prospectus and other relevant materials to be filed with the SEC by NantKwest regarding the proposed transaction (if and when they become available). You may obtain free copies of these documents at the SEC's website at www.sec.gov. Copies of documents filed with the SEC will also be available free of charge from NantKwest using the sources indicated above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Presentation Materials for JP Morgan 39th Annual Healthcare Conference
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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

NANTKWEST, INC.

Date: January 13, 2021

By: /s/ Steven Yang
Name: Steven Yang
Title: General Counsel and Corporate Secretary

39th Annual JP Morgan Healthcare Conference

January 13, 2021

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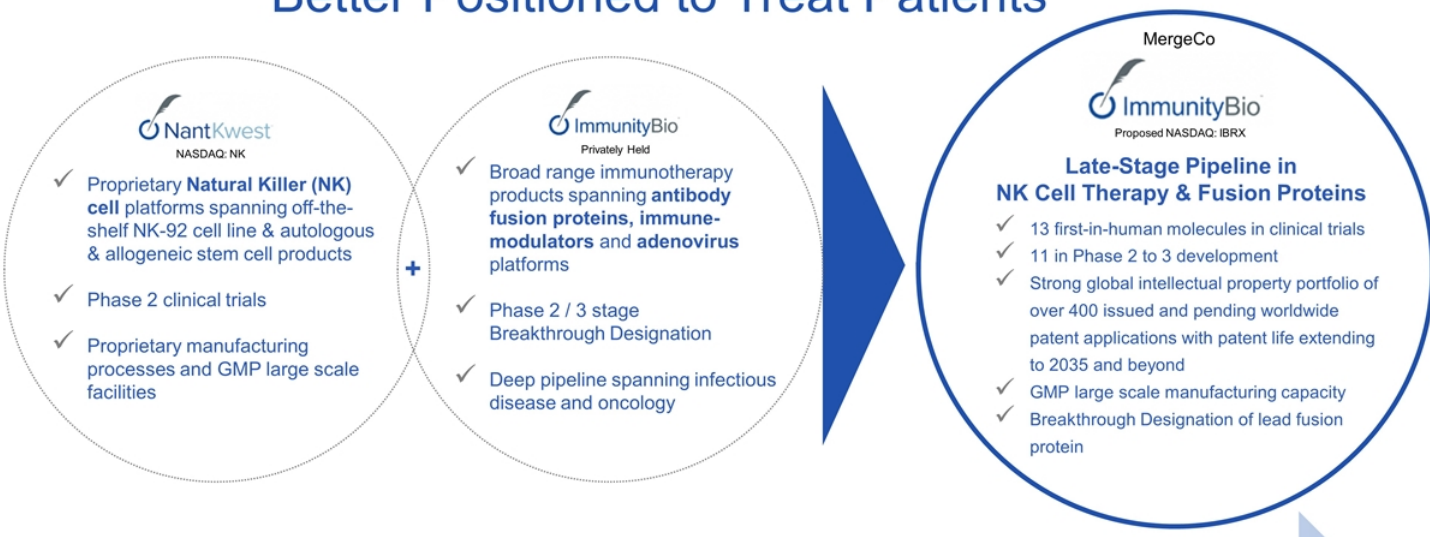
Combined Immunotherapy Platforms Better Positioned to Treat Patients

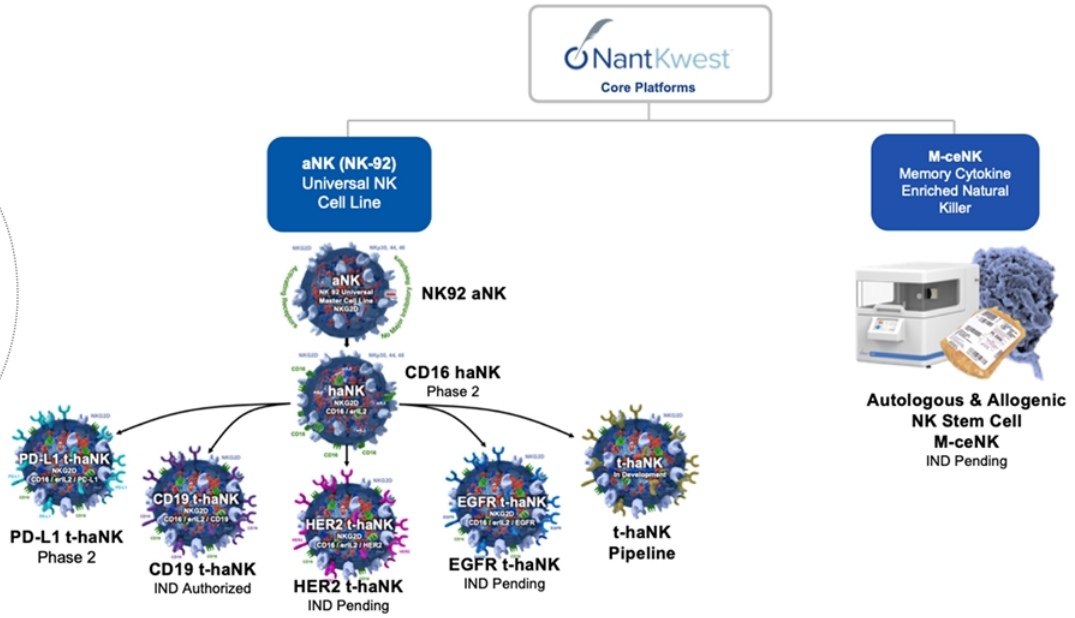


An immunotherapy leader focused on treating cancer and infectious diseases by orchestrating the innate (NK) and adaptive (T cell) immune system

NantKwest: Clinically Advanced NK Cell Platform

NantKwest
NASDAQ: NK

- ✓ Proprietary **Natural Killer (NK) cell** platforms spanning off-the-shelf NK-92 cell line & autologous & allogeneic stem cell products
- ✓ Phase 2 clinical trials
- ✓ Proprietary manufacturing processes and GMP large scale facilities



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	aNK (NK-92)	haNK	PD-L1 t-haNK	CD-19 t-haNK	HER2 t-haNK	EGFR t-haNK
Innate Immunity Without Major Inhibitory Receptors	NKG2D	NKG2D	NKG2D	NKG2D	NKG2D	NKG2D
High-Affinity CD16	X	CD16	CD16	CD16	CD16	CD16
erIL2	X	erIL2	erIL2	erIL2	erIL2	erIL2
CAR Insertion(s)	X	CD16	PD-L1	CD19	HER2	EGFR
Clinical Indication	Core Cell Line	Registrational Merkel Cell*	Pancreatic* NSCLC	Lymphoma	Breast	Head & Neck
Current Status	Universal NK Cell Line	**Phase II Jan 2019**	**Phase II June 2020**	**IND Authorized**	**IND Planned Q1 2021**	**IND Planned Q3 2021**
		*Registrational Intent	*Registrational Intent			

NantKwest: Large Scale Cell Therapy Manufacturing Capacity For haNK and PD-L1 t-haNK

NantKwest
NASDAQ: NK

- ✓ Proprietary **Natural Killer (NK) cell** platforms spanning off-the-shelf NK-92 cell line & autologous & allogeneic stem cell products
- ✓ Phase 2 clinical trials
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>3 Trillion Cells Manufactured

>1 Trillion Cells in Storage

GMP Large Scale Manufacturing Facilities
Over 3 Trillion Cryopreserved NK Cells Manufactured and Stored

Off the Shelf Natural Killer Cells as a Product: Leading Production and Infusion of NK-92 Engineered Cells

First in Class
First in Human
Off-the-Shelf Natural Killer Cells

haNK / PD-L1 t-haNK	2017-2020
Number of Cells Manufactured in GMP Facility to Date	>3 Trillion Cells*
Number of Patients Dosed as Outpatient	53*
Number of Doses Administered (>2 Billion Cells Per Dose)	719*
Number of Cells Administered to Over 50 Patients Since 2017	>1 Trillion Cells*
Number of Cells in Storage	>1 Trillion Cells*
NK Treatment Related Cytokine Storm	Zero**

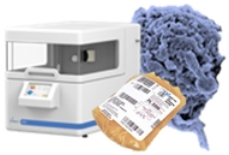
*Based on Internal Production Numbers and Patients Dosed to Date
**Based on clinical trial safety data to date

Off-the-Shelf Engineered NK-92 haNK, PD-L1 t-haNK Ready for Transfusion

Cryopreserved Off-the-Shelf NK Product Candidate

M-ceNK
Cytokine Enriched
Natural Killer

Next Generation GMP in a Box
Biologic Manufacturing Device for N=1



Donor Derived NK GMP-in-a-Box

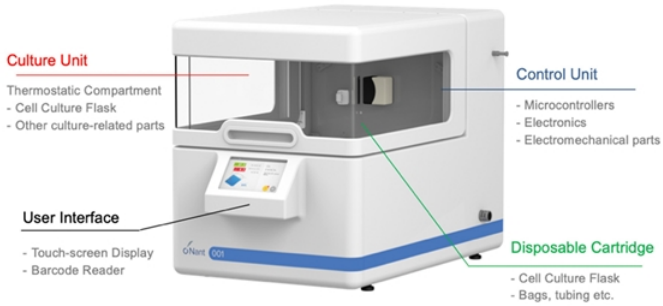
DICHIARAZIONE DI CONFORMITÀ CE
DECLARATION OF CE CONFORMITY

CE

DICHIARA CHE LA MACCHINA
DECLARES THAT THE MACHINERY

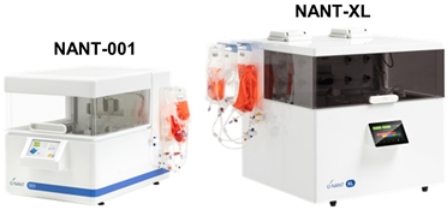
Bioreattore per l'espansione cellulare automatizzata
Bioreactor for automated cell expansion

NANT 001
NANT 001



NANT-001

NANT-XL



Rationale for Cytokine Enriched Natural Killer Cell (M-ceNK): Cytokine-Induced Memory-like Natural Killer Cells Exhibit Enhanced Responses Against Myeloid Leukemia in Pre-Clinical Models

Published in final edited form as:
Sci Transl Med. 2016 September 21; 8(357): 357ra123. doi:10.1126/scitranslmed.aaf2341.

Cytokine-induced memory-like natural killer cells exhibit enhanced responses against myeloid leukemia

Rizwan Romee[1,*], Maximillian Rosario[1,2,*], Melissa M. Berrien-Elliott[1,*], Julia A. Wagner[1], Brea A. Jewell[1], Timothy Schappe[1], Jeffrey W. Leong[1], Sara Abdel-Latif[1], Stephanie E. Schneider[1], Sarah Willey[1], Carly C. Neal[1], Liyang Yu[3], Stephen T. Oh[3], Yi-Shan Lee[2], Arend Mulder[4], Frans Claas[4], Megan A. Cooper[5], and Todd A. Fehniger[1,†]

Abstract: Natural killer (NK) cells are an emerging cellular immunotherapy for patients with acute myeloid leukemia (AML); however, the best approach to maximize NK cell antileukemia potential is unclear. Cytokine-induced memory-like NK cells differentiate after a brief preactivation with interleukin-12 (IL-12), IL-15, and IL-18 and exhibit enhanced responses to cytokine or activating receptor restimulation for weeks to months after preactivation. We hypothesized that memory-like NK cells exhibit enhanced antileukemia functionality. We demonstrated that human memory-like NK cells have enhanced interferon-γ production and cytotoxicity against leukemia cell lines or primary human AML blasts in vitro. Using mass cytometry, we found that memory-like NK cell functional responses were triggered against primary AML blasts, regardless of killer cell immunoglobulin-like receptor (KIR) to KIR-ligand interactions. In addition, multidimensional analyses identified distinct phenotypes of control and memory-like NK cells from the same individuals. Human memory-like NK cells xenografted into mice substantially reduced AML burden in vivo and improved overall survival. In the context of a first-in-human phase 1 clinical

Autologous & Allogeneic: M-ceNK

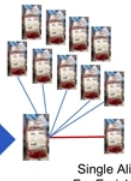
Memory Cytokine Enhanced Natural Killer Cell Platform

Day 1

Autologous Apheresis Patient White Cell Collection

Day 1

Autologous Apheresis White Cells



Single Aliquot For Enrichment

Aliquot One Bag into 10 Lots for Cryopreservation

Day 1

Cryopreservation For Future Uses

Day 1-16
NK Enrichment

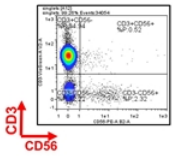
GMP-in-a-Box NK Cell Enrichment Cytokine Induced Proliferation

Day 17

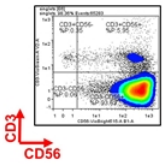
Concentrate
0.3 – 1.0 x 10^9 NK Cells

Day 17

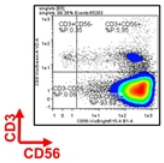
Autologous Cytokine Enhanced Natural Killer Cells for Transfusion
0.3 – 1.0 x 10^9 NK Cells



White Cells



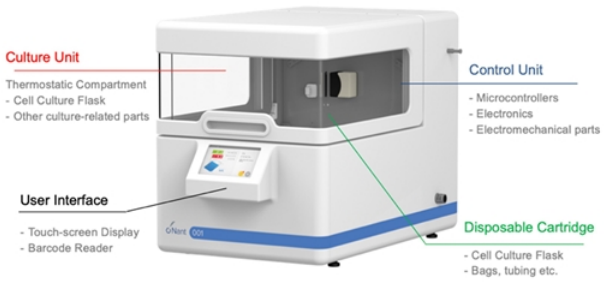
Enhanced NK Cells



Cytokine Enhanced NK Cells (M-ceNK)

NantKwest Platforms:

Memory Cytokine Enriched Natural Killer Cells (M-ceNK) & Mesenchymal Stem Cells (MSC)



M-ceNK
Cytokine Enriched
Natural Killer

GMP-in-a-Box

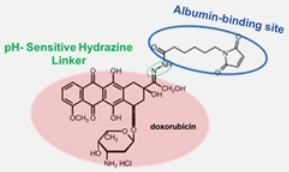
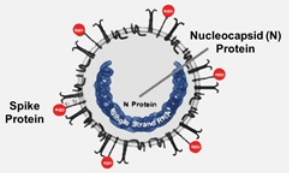
Autologous
& allogeneic
Donors

	MSC	M-ceNK
Autologous & Allogeneic Memory Cytokine Enriched Stem Cells	Bone Marrow, Cord Tissue	Peripheral Blood Cord Blood
Cytokine Enriched Closed System GMP in a Box	✓	✓
CAR Insertion Potential	✓	✓
Current Status	Phase Ib	IND Ready Q1 2021
Clinical Indication	• COVID-19	• Solid & Liquid Tumors

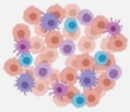
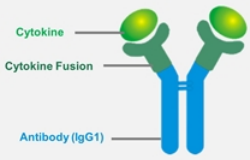
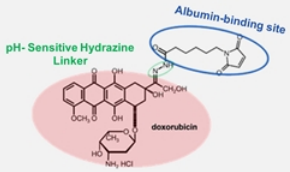
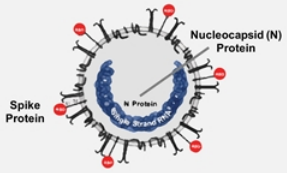
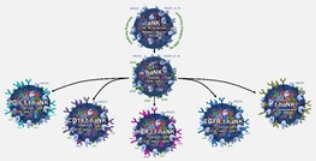
ImmunityBio: NK, T Cell and Macrophage Platforms

ImmunityBio
Privately Held

- ✓ Broad range immunotherapy products spanning **antibody fusion proteins, immune-modulators** and **adenovirus** platforms
- ✓ Phase 2 / 3 stage Breakthrough Designation
- ✓ Deep pipeline spanning infectious disease and oncology

	ImmunityBio	ImmunityBio	ImmunityBio
Core Modalities	**Antibody Cytokine Fusion Proteins**  **Activating NK & T Cells**	**Albumin-Bound Immuno-Modulators**  **Tumoricidal Macrophages**	**Vaccine Technologies**  **Memory T Cells**
Lead	**Anktiva (N-803)**	**Aldoxorubicin**	**Adenovirus (hAd5)**
Mechanism of Action			

Unparalleled Combined Immunotherapy Platforms

	ImmunityBio	ImmunityBio	ImmunityBio	NantKwest
Core Modalities	**Antibody Cytokine Fusion Proteins**  Activating NK & T Cells	**Albumin-Bound Immuno-Modulators**  Tumoricidal Macrophages	**Vaccine Technologies**  Memory T Cells	**Natural Killer**  Off-the-Shelf NK Cells Autologous Memory ceNK
Lead	Anktiva (N-803)	Aldoxorubicin	Adenovirus (hAd5)	Natural Killer (NK)
Mechanism of Action				

Unparalleled Combined Platforms Across Oncology and Infectious Disease

							ImmunityBio	ImmunityBio	ImmunityBio	NantKwest
		Phase	Target Indication	Pre-clinical	Ph I	Ph II	Ph III	Fusion Proteins	Aldoxorubicin	Adenovirus	Natural Killer
Clinical Stage	Late Stage Clinical Development: Anktiva	Bladder	II / III	BCG Unresponsive NMIBC Carcinoma In-Situ (CIS) Disease	*Breakthrough & Fast Track*			✓ Anktiva			
			II	BCG Unresponsive NMIBC Papillary Disease	*Fast Track*			✓ Anktiva			
		Lung	III	1L Squamous & Non-Squamous Non-Small Cell Lung Cancer CPI Alone				✓ Anktiva			
			III	1L Non-Small Cell Lung Cancer CPI + Concurrent Chemo				✓ Anktiva			
			IIb	2L or Greater Checkpoint Relapsed Non-Small Cell Lung Cancer				✓ Anktiva			✓ PD-L1 t-haNK
		Glioblastoma	II	Recurrent Glioblastoma				✓ Anktiva	✓ Aldox		
		Pancreatic	II	3L Metastatic Pancreatic Cancer				✓ Anktiva	✓ Aldox		✓ PD-L1 t-haNK
			II / III	1L / 2L Metastatic Pancreatic Cancer				✓ Anktiva	✓ Aldox		✓ PD-L1 t-haNK
		Breast	Ib / II	3L or Greater Triple Negative Breast Cancer				✓ Anktiva	✓ Aldox		✓ haNK
			III	3L or Greater Triple Negative Breast Cancer				✓ Anktiva			✓ PD-L1 t-haNK
		Merkel	II	Recurrent Merkel Cell Carcinoma				✓ Anktiva			✓ haNK
		Colon	II	3L Metastatic Colon Cancer (NCI)						✓ hAd5-CEA	
	Infectious Disease	COVID-19	I	COVID-19 Therapeutic				✓ Anktiva			
			I	COVID-19 Vaccine Trials: TCELLVACCINE hAd5 S-Fusion + N-ETSD						✓ hAd5 S+N	
		HIV	I	ACTG / NIAID: HIV Broadly Neutralizing Antibodies				✓ Anktiva			
			II	Thai Red Cross: Reducing HIV Persistence by IL-15				✓ Anktiva			
Pre-Clinical	Antibody Cytokine Fusion Proteins	N-820	Pre-IND	Liquid Tumors: IL-15 Superagonist + Anti CD20 Fusion Protein				✓ IL-15 / CD20			
		N-809	Pre-IND	Solid Tumors: IL-15 Superagonist + Anti PD-L1 Fusion Protein				✓ IL-15 / PD-L1			
		N-830	Pre-IND	Solid Tumors: Tumor Necrosis Targeting (TNT) TNT + TGFb Trap Fusion Protein				✓ TNT / TGFb			
		N-812	Pre-IND	Solid Tumors: Tumor Necrosis Targeting (TNT) TNT + IL-12 Fusion Protein				✓ TNT / IL-12			
	NK Platform	CD19 t-haNK	IND Auth	Diffuse Large B Cell Lymphoma							✓ CD-19 t-haNK
		HER2 t-haNK	Pre-IND	HER2+ Breast Cancer / Gastric Cancer							✓ HER2 t-haNK
		EGFR t-haNK	Pre-IND	EGFR+ Squamous Cell Carcinoma							✓ EGFR t-haNK
		M-ceNK	Pre-IND	All Solid & Liquid Tumors							✓ M-ceNK

Immunotherapy Portfolio → **Pipeline** → **Clinical Updates** → **Closing**

Significant Market Opportunity for Lead Programs

BLADDER	LUNG	PANCREAS	COVID-19
BCG Unresponsive Non-Muscle Invasive Bladder Cancer	**Non-Small Cell Lung Cancer**	**Pancreatic Cancer**	**SARS-CoV-2**
~81k Bladder cancer patients in the U.S.	**1L Squamous & Non-Squamous NSCLC** **~106k** Targeted 1L patients in the U.S.	**3L Metastatic Pancreatic Cancer** **~31k** Targeted 3L patients in the U.S.	**COVID-19 Vaccine** **~350mm** Targeted patients in the U.S.
▼	+	+	+
~18k Targeted patients in the U.S.	**2L or Greater Checkpoint Relapsed NSCLC** **~21k** patients in the U.S.	**1L/2L Metastatic Pancreatic Cancer** **~49k | ~39k** Targeted 1L and 2L, respectively, patients in the U.S.	**~4 billion** Global Population Developing Countries

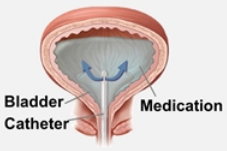
Selected Summary of Upcoming Catalysts

	Ph	Trial	Clinical Update	Anticipated Timing
Bladder	II / III	**BCG Unresponsive NMIBC Carcinoma In-Situ (CIS) 2L**	• Full Accrual • Initial Readout for FDA • Anticipated BLA Filing	• Q4 2020 • 1H 2021 • 2H 2021
	II	**BCG Unresponsive NMIBC Papillary 2L**	• Full Accrual • Initial Readout	• Q4 2021 • Q1 2022
Lung	III	**Non-Small Cell Lung 1L CPI Chemo Free**	• Activating Sites / Enrolling Patients	• Ongoing
	III	**Non-Small Cell Lung Cancer 1L CPI + Concurrent Chemo**	• Activating Sites / Enrolling Patients	• Ongoing
	IIb	**Checkpoint Relapsed Lung 2L or Greater**	• Confirm Registrational Protocol Design	• Q2 2021
Pancreatic	II / III	**Pancreatic Cancer 3L**	• Confirm Registrational Protocol Design	• 2H 2021
Breast	II	**Triple Negative Breast Cancer 3L or Greater**	• Confirm Registrational Protocol Design	• Q3 2021
Glioblastoma	II	**Recurrent Glioblastoma**	• Confirm Registrational Protocol Design	• Q2 2021
Merkel Cell Carcinoma	II	**Merkel Cell Carcinoma**	• Activating Sites / Enrolling Patients	• Ongoing
COVID-19	I	**Human Adenovirus: hAd5 S+N COVID-19 Vaccine TCELLVACCINE TRIAL**	• Phase I Readout USA • Phase I South Africa	• Q1 2021 • Q1 2021

Overview of Non-Muscle Invasive Bladder Cancer (NMIBC)

Current Standard of Care

Intravesical BCG



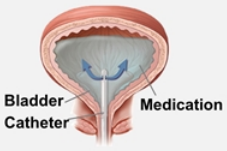
BCG
Administered Intravesically

ImmunityBio's Approach

Intravesical BCG

+

Anktiva



BCG + Anktiva
Administered Intravesically

BREAKTHROUGH THERAPY DESIGNATION
for BCG-Unresponsive NMIBC CIS

- **High rates of progression and recurrence** for NMIBC make it one of the **most expensive cancer** to treat
- Current standard of treatment is Transurethral **resection of bladder tumor** (TURBT), with or without intravesical therapy
- Intravesical BCG is commonly used as an adjuvant treatment after TURBT for intermediate-high-risk NMIBC – **side effects are common**
- Up **to 50% of patients fail BCG**
- Patients who have failed BCG therapy **require radical cystectomy with urinary diversion** or chemotherapy and radiation
- Only **50% of patients undergoing radical cystectomy will survive** at 5 years

80k
Annual New Cases

18k
Annual Deaths

Phase I Results in NMIBC

Anktiva + BCG in High-Risk NMIBC – Phase I Results

Dose (intravesicular instillation)	Patient	Stage	Response Assessments							
			W12	6M	9M	12M	15M	18M	21M	24M
100 µg	1	Pap T1	CR*	CR	CR	CR	CR	CR	CR	CR
	2	Pap Ta	CR*	CR	CR	CR	CR	CR	CR	CR
	3	Pap T1	CR*	CR	CR	CR	CR	CR	CR	CR
200 µg	4	Pap T1	IC	CR*	CR	CR	CR	CR	CR	CR
	5	CIS	IC	IC	IC	CR	CR	CR	CR	CR
	6	Pap T1	CR*	CR	CR	CR	CR	CR	CR	CR
400 µg	7	Pap T1	CR*	CR	CR	CR	CR	CR	CR	CR
	8	CIS	CR*	CR	CR	CR	CR	CR	CR	CR**
	9	Pap Ta	CR*	CR	CR	CR	CR	CR	CR	CR

Data as of Feb 2018

CR – Complete Response
CR* – No Recurrence (NR) in Papillary Disease
CR** – Negative Cystoscopy Inconclusive Cytology

FDA granted Fast Track Designation to the pivotal trial based on this Phase I data.

Standard of Care historical response rate is 58-81% at 3-6 months post BCG alone

9 of 9 (100%) Patients Disease-Free at 24 Months

Bladder
Lung
Breast
Pancreas
COVID
HIV

Phase II / III Data in BCG-Unresponsive NMIBC **CIS**

Ongoing Study

Primary Endpoint | Complete Response at Any Time

Primary Endpoint: CR at any time, with lower bound of 95% CI ≥ 20%

To meet the primary endpoint, **24** out of 80 patients must have had a CR at any time

- 80 patients accrued to date (fully accrued)
- Results: **51 CRs at any time have been reached**
- CR Rate at Any Time of **71% (95% CI: 59%, 81%)**
- **Overall SAE rate of 11%, no treatment-related SAEs**
- Individual SAE events were all **≤ 1%**

Next Steps

1H 2021: **Initial FDA Readout** Ph II / III BCG Unresponsive NMIBC Carcinoma In-Situ CIS 2nd Line

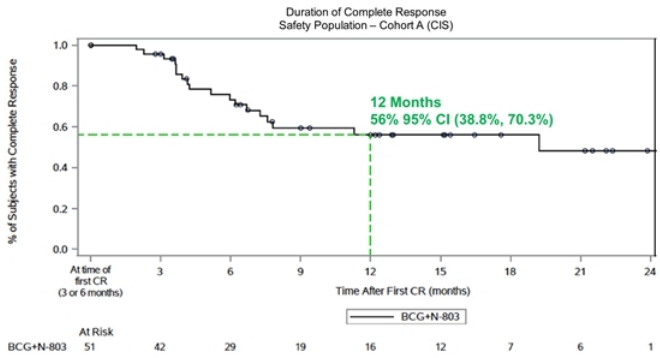
2H 2021: CIS **BLA Filing** Ph II / III BCG Unresponsive NMIBC

Updated Jan 2021

Secondary Endpoint | Duration of Complete Response

Duration of CR at **12 months**

- **56%** (95% CI: 38.8%, 70.3%) probability of patients maintaining CR for 12 months



Efficacy & Safety in Patients with BCG-Unresponsive NMIBC CIS in QUILT-3.032 and Historical Comparison to Keytruda

Approved Jan 2020

ImmunityBio

Efficacy Endpoints	KEYNOTE-057 Keytruda	QUILT-3.032 Anktiva + BCG
CR Rate (95% CI)		
At any time or 3 months	**41%** (31%, 52%)	**71%** (59%, 81%)
Duration of Response in Responding Patients		
Median Duration of CR in Months (range)	**16.2** (0.0+ – 26.8)	**19.2** (0.0+ – 26.4)
Cystectomy Free Rate		
% Cystectomy Free	**63%**	**89%**

Immune-Mediated Adverse Event	KEYNOTE-057 Keytruda	QUILT-3.032 Anktiva + BCG
Any Immune-Mediated AE	**21%**	**0**
Grade 3-5 Immune-Mediated AEs	**3%**	**0**
Any Immune-Mediated SAE	**5%**	**0**
Discontinuation due to Immune-Mediated AEs	**4%**	**0**
Discontinuation due to Immune-Mediated SAEs	**2%**	**0**

A historical comparison. Not a head to head comparison

Bladder
Lung
Breast
Pancreas
COVID
HIV

Phase IIb Data in Lung Cancer
2nd and 3rd Line NSCLC (QUILT 3.055)
In Discussions with Lung-MAP

Multi-Cohort Basket and Status

- QUILT 3.055 is an ongoing Phase IIb, basket trial of 11 anatomical tumor types of **combination Anktiva + checkpoint**
- **131 patients** have been enrolled to date
- **81 / 131 of these have lung cancer (78 NSCLC and 3 SCLC)**

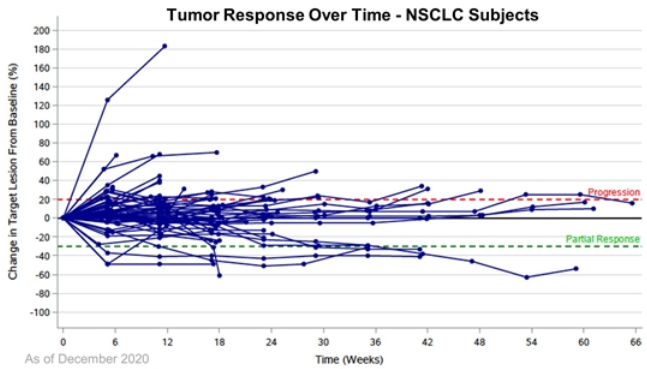
Next Steps

1H 2021: Data lock anticipated for the QUILT 3.055 lung cancer cohorts

In Discussions with Lung-MAP

Patients Receiving Checkpoint + Anktiva

Shows preliminary evidence of long-term stable disease in 2L / 3L NSCLC patients who previously progressed



Immunotherapy Portfolio | Pipeline | Clinical Updates | Closing

Bladder
Lung
Breast
Pancreas
COVID
HIV

Anktiva as the Backbone to Checkpoint Therapy Registrational Trial: Anktiva + Checkpoint in First Line Lung Cancer (QUILT 2.023)

	Phase	Target Indication	Pre-clinical	Ph I	Ph II	Ph III	Fusion Proteins	Aldoxorubicin	Adenovirus	Natural Killer
Lung	III	1L Squamous & Non-Squamous Non-Small Cell Lung Cancer CPI Alone					✓ Anktiva			
	III	1L Non-Small Cell Lung Cancer CPI + Concurrent Chemo					✓ Anktiva			
	IIb	2L or Greater Checkpoint Relapsed Non-Small Cell Lung Cancer					✓ Anktiva			✓ PD-L1 t-haNK

1L Squamous & Non-Squamous Non-Small Cell Lung Cancer CPI Alone

N = 726

First Line

Stage 3 or Stage 4 NSCLC with PD-L1 Expression (TPS ≥ 1%)

Stratify:
- Squamous vs non-squamous
- PD-L1 expression (TPS ≥ 50% vs 1-49%)

Randomize 1:1

Control Arm	Experimental Arm
• **Pembrolizumab** (200 mg IV infusion) Every 3 Weeks	• **Pembrolizumab** (200 mg IV infusion) Every 3 Weeks + • **Anktiva** (15 ug/kg subcutaneous) Every 3 Weeks

1L Non-Small Cell Lung Cancer CPI + Concurrent Chemo

N = 404

First Line Squamous NSCLC

Stage 3 or Stage 4 NSCLC with PD-L1 Expression (TPS ≥ 1%)

Stratify:
- Squamous vs non-squamous
- PD-L1 expression (TPS ≥ 50% vs 1-49%)

Randomize 1:1

Control Arm	Experimental Arm
Squamous NSCLC • Induction Phase: Carboplatin + Taxane + **Pembrolizumab** • Maintenance Phase: **Pembrolizumab**	**Squamous NSCLC** • Induction Phase: Carboplatin + Taxane + **Pembrolizumab** + **Anktiva** • Maintenance Phase: **Pembrolizumab** + **Anktiva**

1L Non-Small Cell Lung Cancer CPI + Concurrent Chemo

N = 408

First Line Non-Squamous NSCLC

Stage 3 or Stage 4 NSCLC with PD-L1 Expression (TPS ≥ 1%)

Stratify:
- Squamous vs non-squamous
- PD-L1 expression (TPS ≥ 50% vs 1-49%)

Randomize 1:1

Control Arm	Experimental Arm
Non-Squamous NSCLC • Induction Phase: Platinum + Pemetrexed + **Pembrolizumab** • Maintenance Phase: Pemetrexed + **Pembrolizumab**	**Non-Squamous NSCLC** • Induction Phase: Platinum + Pemetrexed + **Pembrolizumab** + **Anktiva** • Maintenance Phase: Pemetrexed + **Pembrolizumab** + **Anktiva**

Actively Enrolling

Triple Negative Breast Cancer Phase Ib/II

IND Filing by Q1 2021 for Randomized Phase 3 in TNBC

April 2020

FDA grants accelerated approval to sacituzumab govitecan-hziy for metastatic triple negative breast cancer

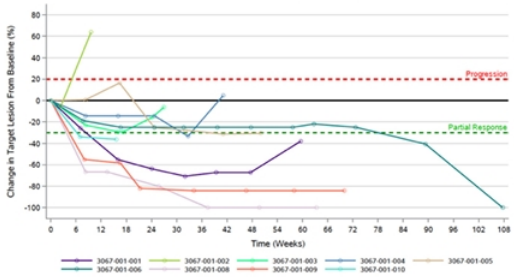
ORR was 33.3% (95% CI: 24.6, 43.1)
Median response duration was 7.7 months (95% CI: 4.9, 10.8)

A historical comparison. Not a head to head comparison

NantKwest Phase 1b / 2 TNBC Data (2nd Line or Greater)

ORR: 67%
Median PFS: 14.3 months
Median OS: 20.2 months

89%
(8/9) Subjects with Disease Control



Phase 3: Open-label, randomized, controlled, phase 3 trial of sacituzumab versus sacituzumab plus **Anktiva** and **Aldoxorubicin** for the treatment of subjects with advanced triple-negative breast cancer after prior therapy.
Planned N=374 (N=187 per Arm), Randomized 1:1, TNBC >2 Prior Treatments for Metastatic Disease

Next Steps

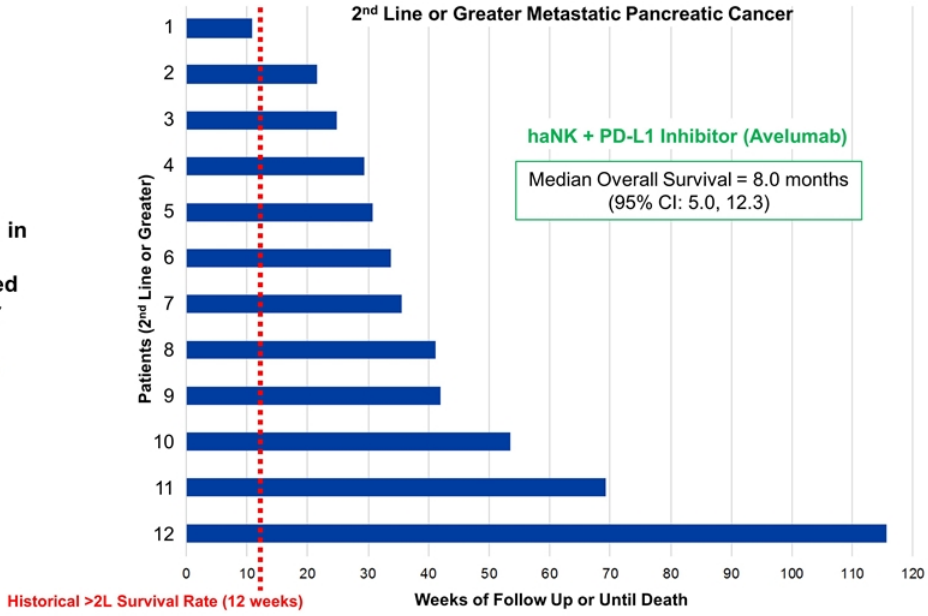
- **Q1 2021: Protocol completed for Phase 3 TNBC**
- **Q3 2021: Confirm registrational protocol design**

haNK + PD-L1 inhibitor (Avelumab) in Metastatic Pancreatic Cancer
Median Overall Survival 8.0 Months

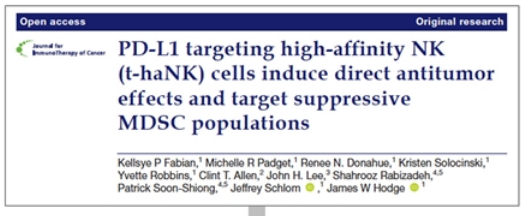
Preliminary Data Lock

Phase 1/2 Trial of haNK + PD-L1 in Combination with Chemo Immunomodulation in Advanced Metastatic Pancreatic Cancer

NCT03329248 (Closed)
QUILT 3.039, 3.060, 3.070, 3.080
NANT Cancer Vaccine



PD-L1 t-haNK Favorable to haNK + PD-L1 inhibitor (Avelumab) in Metastatic Pancreatic Cancer Median Overall Survival to Date (As of Jan 2020) Not Reached

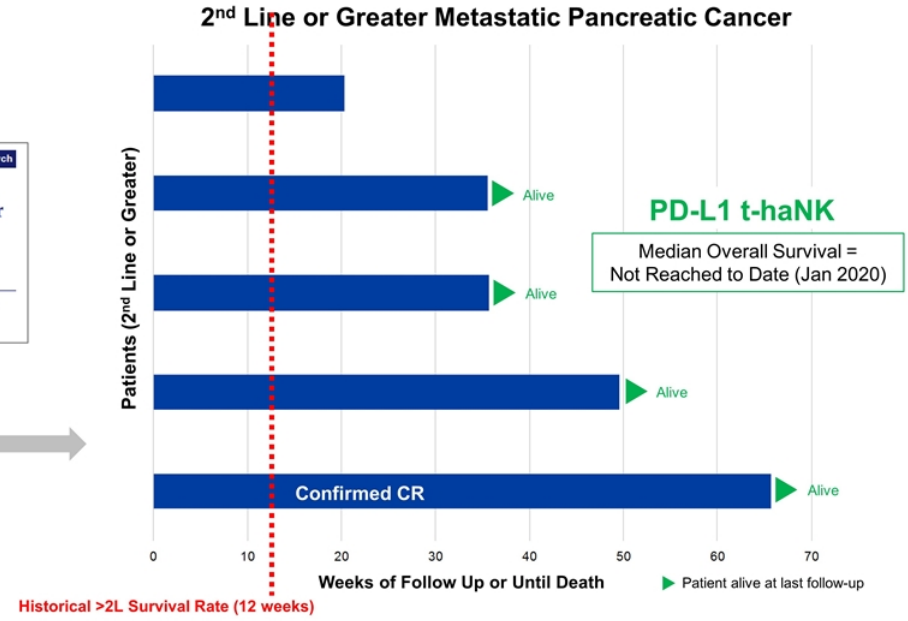

Open access Original research

Journal for ImmunoTherapy of Cancer

PD-L1 targeting high-affinity NK (t-haNK) cells induce direct antitumor effects and target suppressive MDSC populations

Kellsye P Fabian,[1] Michelle R Padget,[1] Renee N. Donahue,[1] Kristen Solocinski,[1] Yvette Robbins,[1] Clint T. Allen,[2] John H. Lee,[3] Shahrooz Rabizadeh,[4,5] Patrick Soon-Shiong,[4,5] Jeffrey Schlom ,[1] James W Hodge [1]

Exploratory Trial of PD-L1 t-haNK in Combination with Chemo Immunomodulation in Advanced Metastatic Pancreatic Cancer



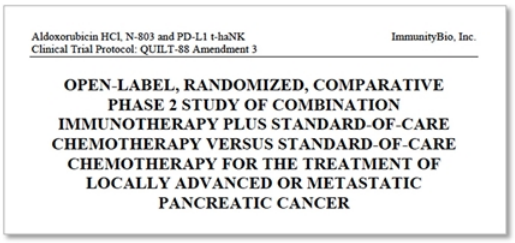
Bladder
Lung
Breast
Pancreas
COVID
HIV

PD-L1 t-haNK + Chemo Immunomodulation in Locally Advanced or Metastatic Pancreatic Cancer (QUILT-88)

Actively Enrolling

Phase 2 Trial of PD-L1 t-haNK in Combination with Chemo Immunomodulation in Advanced Metastatic Pancreatic Cancer

NCT03563144 (QUILT-88)

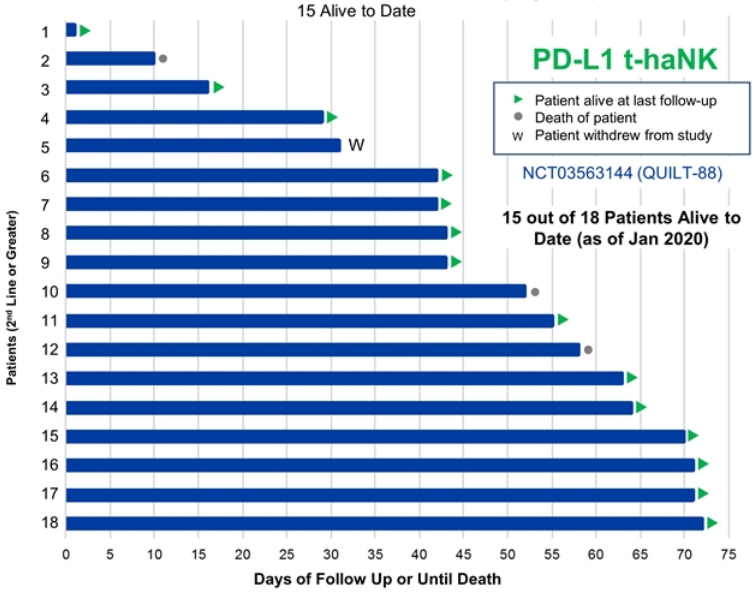

Aldoxorubicin HCl, N-803 and PD-L1 t-haNK — ImmunityBio, Inc.
Clinical Trial Protocol: QUILT-88 Amendment 3

OPEN-LABEL, RANDOMIZED, COMPARATIVE PHASE 2 STUDY OF COMBINATION IMMUNOTHERAPY PLUS STANDARD-OF-CARE CHEMOTHERAPY VERSUS STANDARD-OF-CARE CHEMOTHERAPY FOR THE TREATMENT OF LOCALLY ADVANCED OR METASTATIC PANCREATIC CANCER

Status: Enrolling • **Cohort A** 1st Line therapy (Randomized)
Enrolling • **Cohort B** 2nd Line therapy (Randomized)
Enrolling • **Cohort C** 3rd Line or greater therapy (Single-Arm)

This is a Phase 2, three-cohort (2 randomized and 1 single-arm), open-label study to evaluate the comparative efficacy and overall safety of standard-of-care chemotherapy versus standard-of-care chemotherapy in combination with **Aldoxorubicin, N-803, and PD-L1 t-haNK** in subjects with locally advanced or metastatic pancreatic cancer. Each treatment setting (ie, first line maintenance, second line, or third line or greater) will be evaluated independently as a separate cohort.

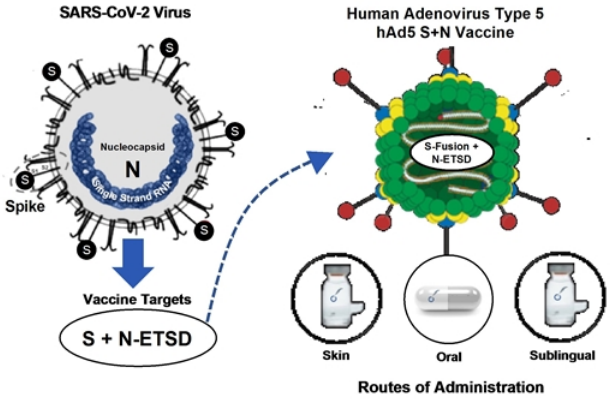
Data as of Jan 2021: 18 accrued to date in 3rd Line or Greater (Single Arm) – Cohort C
15 Alive to Date



Immunotherapy Portfolio | Pipeline | Clinical Updates | Closing

ImmunityBio's COVID-19 Vaccine: **hAd5 S-Fusion + N-ETSD**

Oral vaccine offers unique advantages compared to other injection-based vaccines in development



- ImmunityBio's 2nd generation platform hAd5 is **"immunologically quiet"** enabling immune response even in the face of antibodies
- **Reduced antigenic competition** between vector and target antigens results in **longevity of disease target protein expression**
- **Reduced adverse effects** of vector-viral proteins
- Potential **long-lasting immunity** against COVID-19
- **Mass manufacturing capacity** established for drug substance and oral capsule finished dosage form, **turnkey today**
- No needles, **self-administration**; **low cost distribution and storage**

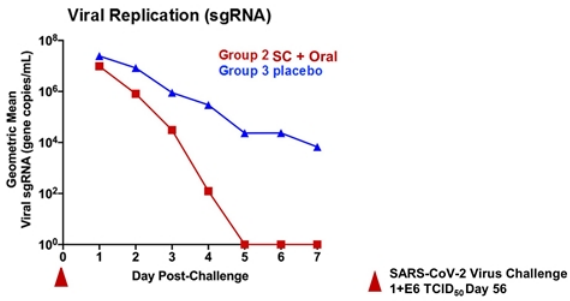
Complete Inhibition of Viral Replication in Nasal & Lung Passages Following Subcutaneous (Prime) & Oral (Boost) Vaccination

Nasal Viral Replication (sgRNA)

Day 56

NHP ID	Group	Sex	Day 1	Day 2	Day 3	Day 4	Day 5	Day 6	Day 7
RA3936	2	Male	6.57E+06	4.43E+05	1.71E+05	2.52E+04	1.00E+00	1.00E+00	1.00E+00
RA3942	2	Male	1.58E+07	3.43E+05	1.12E+03	1.00E+00	1.00E+00	1.00E+00	1.00E+00
RA3999	2	Female	1.81E+07	1.99E+06	1.16E+05	1.90E+03	1.00E+00	1.00E+00	1.00E+00
RA4014	2	Female	3.33E+07	2.32E+06	3.26E+04	1.00E+00	1.00E+00	1.00E+00	1.00E+00
RA4001	2	Female	1.42E+06	4.97E+05	3.84E+04	5.98E+02	1.00E+00	1.00E+00	1.00E+00
Geometric Mean			9.77E+06	8.10E+05	3.08E+04	1.23E+02	1.00E+00	1.00E+00	1.00E+00

NHP ID	Group	Sex	Day 1	Day 2	Day 3	Day 4	Day 5	Day 6	Day 7
RA3949	3	Male	1.33E+08	1.84E+07	3.21E+05	1.49E+06	1.23E+04	2.73E+03	2.86E+02
RA4011	3	Female	4.47E+06	3.81E+06	2.48E+06	5.88E+04	4.40E+04	2.04E+05	1.56E+05
Geometric Mean			2.44E+07	8.38E+06	8.92E+05	2.95E+05	2.33E+04	2.36E+04	6.68E+03

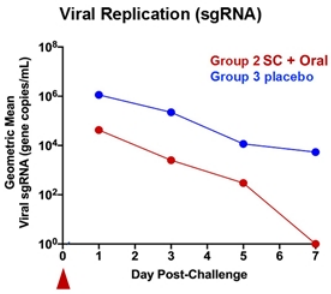


Lung Viral Replication (sgRNA)

Day 56

NHP ID	Group	Sex	Day 1	Day 3	Day 5	Day 7
RA3936	2	Male	1.56E+05	1.11E+04	1.31E+03	1.00E+00
RA3942	2	Male	8.88E+03	5.65E+02	1.00E+00	1.00E+00
RA3999	2	Female	2.81E+05	1.38E+05	1.47E+05	1.00E+00
RA4014	2	Female	2.74E+05	1.19E+05	1.24E+04	1.00E+00
RA4001	2	Female	1.32E+03	1.00E+00	1.00E+00	1.00E+00
Geometric Mean			4.26E+04	2.53E+03	2.99E+02	1.00E+00

NHP ID	Group	Sex	Day 1	Day 3	Day 5	Day 7
RA3949	3	Male	1.91E+06	5.05E+05	1.57E+04	5.12E+03
RA4011	3	Female	6.78E+05	9.89E+04	8.58E+03	5.67E+03
Geometric Mean			1.14E+06	2.23E+05	1.16E+04	5.39E+03



December 2020 - https://www.biorxiv.org/content/10.1101/2020.12.08.416297v1

Bladder
Lung
Breast
Pancreas
COVID
HIV

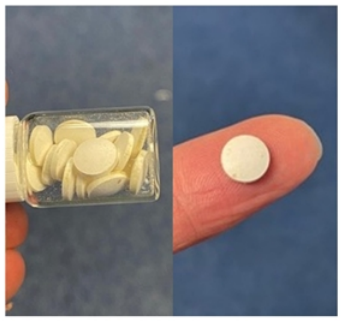
hAd5 S-Fusion + N-ETSD COVID-19 Vaccine

TCELLVACCINE

Multiple Routes of Administration of S+N Vaccine Construct to Achieve T Cell Mediated & Mucosal Immunity

hAd5 S+N COVID-19 Vaccine
Subcutaneous (2-8°C)
April 2020

hAd5 S+N COVID-19 Vaccine
Oral Capsule (Room Temp)
August 2020



hAd5 S+N COVID-19 Vaccine
Sublingual Pill - Under Tongue (Room Temp)
December 2020

Pre-Clinical & Clinical Experience in HIV

Pre-Clinical Experience

Macaque Animal Study - January 2020

nature
Article | Published: 22 January 2020

Robust and persistent reactivation of SIV and HIV by N-803 and depletion of CD8$^+$ cells

Julia Bergild McBrien, Maud Mavigner, [...] Guido Silvestri ✉

Nature 578, 154–159(2020) | Cite this article
11k Accesses | 26 Citations | 268 Altmetric | Metrics

NHP Study with N-803 + bNAbs in SHIV (March 2020)

Principal Investigator: James B. Whitney, Ph.D. Center for Virology and Vaccine Research CVVR

Key Findings from CROI Oral Presentation:

- 9 of 13 antiretroviral therapy (ART) suppressed RMs treated with N-803 in combination with one or two bNAbs (10-1074 and 3BNC-117) exhibited durable control of viremia following ART removal, with durability observed beyond 25 weeks
- NK cells in the blood showed peak activation at 48 hours post N-803 administration throughout the dosing period
- Memory T cells were preferentially activated by N-803, and CD8+ memory T cells demonstrated more robust expansion during the dosing period
- N-803 dosing was well-tolerated

https://www.croiconference.org/abstract/combination-il-15-therapy-in-a-shiv-nhp-model/

CROI

Human Clinical Experience

Phase 1 Clinical Trial (n = 7) | Completed 2018 | NCT02191098

A Phase 1 Study of N-803 (IL-15 Superagonist) to Clear Latent HIV Reservoirs

University of Minnesota

PI: Tim Schacker

Conclusions: At these doses of N-803, the drug is safe and well-tolerated. The drug is biologically active and results in activation and proliferation of CD4 and CD8 T cells as well as NK cells. N-803 also induces transcription of HIV. Furthermore, treatment of N-803 results in NK cell infiltration of secondary lymphoid tissues where latently infected cells reside. These data suggest a potential role for N-803 in future cure studies

https://2g4quet6dw2bl8bd2inxzlw-wpengine.netdna-ssl.com/wp-content/uploads/sites/2/posters/2018/1430_Davis_366.pdf

CROI

Phase 2 Clinical Trial (n = 15) | Planned Start Q2 2021 | NCT04505501

CRADA: Thai Red Cross AIDS Research Centre (TRC ARC), The Henry M. Jackson Foundation for the Advancement of Military Medicine (HJF), Walter Reed Army Institute of Research (WRAIR), and ImmunityBio

THE THAI RED CROSS AIDS RESEARCH CENTRE

Reducing HIV Persistence in Lymph Nodes by Interleukin-15 (IL-15) Receptor Super-agonist (N-803) in Acute HIV Infection

PI: Denise Hsu, Henry M. Jackson Foundation for the Advancement of Military medicine

Brief Summary: Reducing HIV persistence in lymph nodes by Interleukin-15 (IL-15) Receptor super-agonist (N-803) in Individuals with Acute HIV Infection

Phase 1 Clinical Trial (n = 8) | Completed | NCT03899480

Adoptive Transfer of Haploidentical Natural Killer Cells and IL-15 Super Agonist N-803 in Human Immunodeficiency Virus (HIV)

PI: Tim Schacker

University of Minnesota

The conclusion of the Haplo study is that it is 1) safe and well-tolerated, 2) the cells persisted in the tissues for up 10 days, and 3) was associated with a reduction in the frequency of virus producing cells in lymphoid tissues.

Phase 1 Clinical Trial (n = 46) | Status: IND Filed | NCT04340596

Sponsored by: National Institute of Allergy and Infectious Diseases (NIAID) Collaboration with: The Rockefeller University, Vaccine Research Center, BELIEVE Collaboratory (UM1AI126617), ImmunityBio

ACTG AIDS CLINICAL TRIALS GROUP

NIH NIAID

A Phase I Clinical Trial of the Safety, Tolerability, and Efficacy of IL-15 Superagonist (N-803) With and Without Combination Broadly Neutralizing Antibodies to Induce HIV-1 Control During Analytic Treatment Interruption

PI: Tim Wilkin, Weil Cornell medicine

46 participants randomized. 23 in the N-803 only arm [Arm A], 23 in the N-803 with combination bNAbs arm [Arm B]

Closing

Highly Experienced Management Team with Proven Track Record

Patrick Soon-Shiong, MD
Executive Chairman

Rich Adcock, MBA
Chief Executive Officer

David Sachs, MBA
Chief Financial Officer

Lennie Sender, MD
Chief Operating Officer

Bobby Reddy, MD
Chief Medical Officer

Fabio Benedetti, MD
Chief Strategy Officer

Steve Yang, JD
General Counsel

Sarah Singleton
Chief Marketing Officer

Shahrooz Rabizadeh, PhD
Chief Scientific Officer

Kayvan Niazi, PhD
Chief Technology Officer

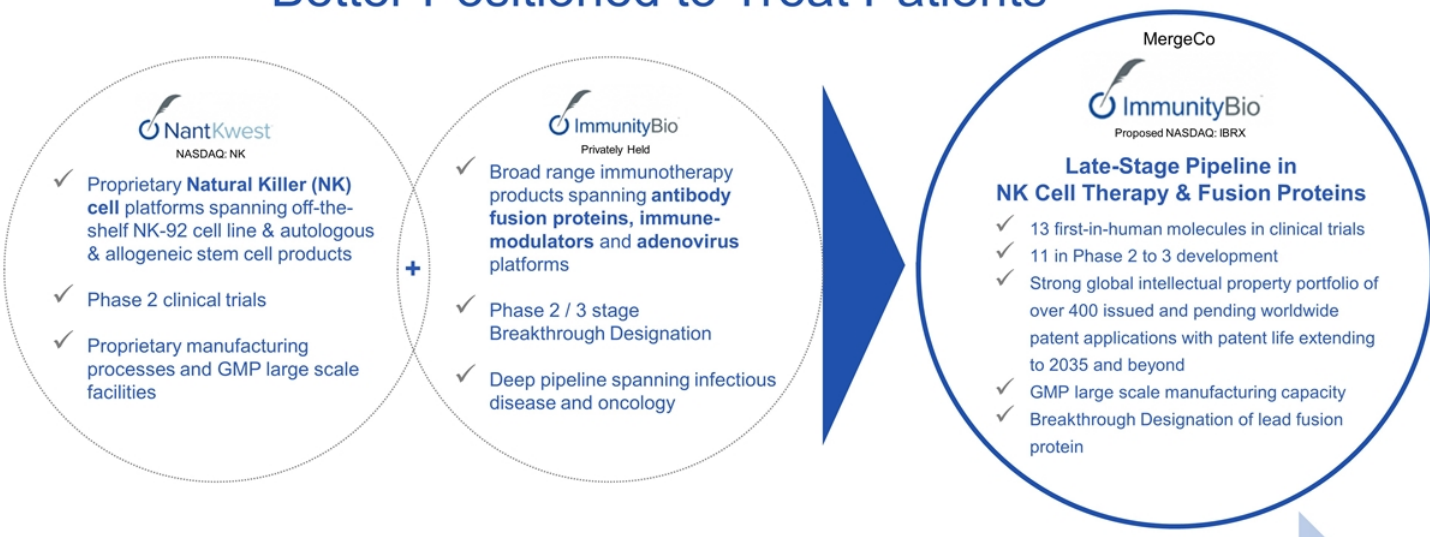
Maureen Becker
SVP, Human Resources

Hans Klingemann, MD, PhD
VP Research & Development

Transaction Details & Next Steps

Key Transaction Terms	• Exchange ratio of **0.819** shares of NantKwest for every share of ImmunityBio • On a fully diluted basis, IB shareholders will own **~72%** and NK shareholders will own **~28%** of the combined company.
Consideration Mix	• 100% stock-for-stock merger
Timing / Approvals	• Subject to customary closing conditions, including approval by a majority of unaffiliated shareholders of NK. • Expected to close in 1H 2021 • SEC clearance of S-4 registration statement • Until the closing of the transaction, NK will continue to operate as a separate and independent company.

Combined Immunotherapy Platforms Better Positioned to Treat Patients



An immunotherapy leader focused on treating cancer and infectious diseases by orchestrating the innate (NK) and adaptive (T cell) immune system