

**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): **October 4, 2019**

KODIAK SCIENCES INC.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38682
(Commission File Number)

27-0476525
(IRS Employer
Identification No.)

2631 Hanover Street
Palo Alto, CA
(Address of Principal Executive Offices)

94304
(Zip Code)

Registrant's telephone number, including area code: (650) 281-0850

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 (see General Instructions 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))

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, par value \$0.0001	KOD	The Nasdaq Stock Market LLC

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 3.01, Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On October 4, 2019, Kodiak Sciences Inc. (the “Company”) notified the Nasdaq Stock Market (“Nasdaq”) that the Company is not in compliance with Nasdaq Listing Rule 5605(c)(2)(A), which requires that the Company’s Audit Committee be comprised of at least three directors who meet certain independence and other requirements, due to the expiration of the initial public offering phase-in period for compliance provided in Nasdaq Listing Rule 5615(b)(1).

The Company has been in discussions with Nasdaq regarding compliance and expects to receive a Notice of Delisting from Nasdaq, indicating that the Company’s common stock will be subject to delisting by Nasdaq unless the Company timely requests an appeal before the Nasdaq Hearings Panel.

The Company will promptly make a request for an appeal, which will automatically stay any suspension or delisting action pending the issuance of the decision of the Nasdaq Hearings Panel following the hearing and the expiration of any additional extension granted by the Nasdaq Hearings Panel.

The Company is committed to satisfying Nasdaq Listing requirements relating to the composition of the Audit Committee before any formal delisting. The Company is actively searching for a qualified candidate to join as a third member of its Audit Committee.

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.

KODIAK SCIENCES INC.

Date: October 10, 2019

By: _____ /s/ Victor Perloth
Victor Perloth, M.D.
Chief Executive Officer