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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

Date of Report (Date of earliest event reported): June 10, 2025

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**Arcus Biosciences, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-38419**  
(Commission File Number)

**47-3898435**  
(IRS Employer  
Identification No.)

**3928 Point Eden Way**  
**Hayward, California**  
(Address of Principal Executive Offices)

**94545**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (510) 694-6200**

(Former Name or Former Address, if Changed Since Last Report)

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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, Par Value \$0.0001 Per Share	RCUS	The New York Stock Exchange

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 5.07 Submission of Matters to a Vote of Security Holders

On June 10, 2025, Arcus Biosciences, Inc. (the "*Company*") held its annual meeting of stockholders. The results of the stockholder votes on each proposal brought before the Annual Meeting is as follows:

**Proposal 1:** The election of Class I directors to hold office until the 2028 Annual Meeting of Stockholders and until its successor is duly elected and qualified:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
Yasunori Kaneko, M.D.	86,171,508	4,142,191	8,580,999
Patrick Machado, J.D.	72,358,392	17,955,307	8,580,999
Andrew Perlman, M.D., Ph.D	84,672,810	5,640,889	8,580,999
Antoni Ribas, M.D., Ph.D.	74,827,393	15,486,306	8,580,999

**Proposal 2:** The ratification of the selection by the Audit Committee of the Company's Board of Directors of Ernst & Young LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2025:

Votes For	Votes Against	Abstentions
96,750,327	1,952,359	192,012

**Proposal 3:** The approval, on an advisory basis, of the compensation of the Company's named executive officers as disclosed in the Proxy Statement:

Votes For	Votes Against	Abstentions	Broker Non-Votes
84,812,809	5,446,383	54,507	8,580,999

### Item 8.01 Other Events.

On June 10, 2025, the Company's Board of Directors, upon the recommendation of the Compensation Committee, revised its Non-Employee Director Compensation Program. The Non-Employee Director Compensation Program, as so revised, is filed as Exhibit 10.1 to this Form 8-K.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	<a href="#">Non-Employee Director Compensation Program</a> .
104	Cover Page Interactive Data File (embedded within the Inline XBRL Document)

**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.

**ARCUS BIOSCIENCES, INC.**

Date: June 12, 2025

By: \_\_\_\_\_ /s/ Terry Rosen, Ph. D.  
Terry Rosen, Ph.D.  
Chief Executive Officer  
(Principal Executive Officer)

**ARCUS BIOSCIENCES, INC.**  
**AMENDED COMPENSATION PROGRAM FOR NON-EMPLOYEE DIRECTORS**  
**EFFECTIVE AS OF JUNE 10, 2025**

**A. Cash Compensation**

Annual cash retainers each paid quarterly, in arrears, as follows:

1	Retainer for each non-employee member of the Board:	\$50,000
2	Additional retainer for Lead Independent Director:	\$30,000
3	Additional retainer for Chair of Audit Committee:	\$20,000
4	Additional retainer for Chair of Compensation Committee:	\$15,000
5	Additional retainer for Chair of Nominating and Corporate Governance Committee:	\$15,000
6	Additional retainer for Chair of Science Committee:	\$15,000
7	Additional retainer for non-Chair members of Audit Committee:	\$10,000
8	Additional retainer for non-Chair members of Compensation Committee:	\$7,500
9	Additional retainer for non-Chair member of Nominating and Corporate Governance Committee:	\$7,500
10	Additional retainer for non-Chair member of Science Committee:	\$7,500

**B. Equity Compensation**

- Initial equity award.** An initial equity award having a grant date fair value of approximately \$750,000 will be granted under the Company's 2018 Equity Incentive Plan (the "Plan") automatically without any further action on the part of the Board or the Compensation Committee on the date the person becomes a director of the Company. The initial equity award will be split between stock options and restricted stock units (RSUs), with approximately 2/3 of the value delivered through stock options and the remaining 1/3 through RSUs. The option shall have an exercise price equal to the Fair Market Value (as defined in the Plan) on the date of grant and shall vest and become exercisable in equal monthly installments over 36 months of continuous service provided by such member of the Board of Directors. The RSUs are subject to a three-year vesting schedule with one-third of the shares subject to the RSU vesting each year, subject to the director's continuous service. The equity awards will become fully vested and exercisable in the event that the Company is subject to a change in control.
- Annual equity award.** An annual equity award having a grant date fair value of approximately \$400,000 will be granted under the Plan automatically without any further action on the part of the Board or the Compensation Committee on the date of the Company's annual meeting of stockholders. The annual equity award will be split between stock options and RSUs, with approximately 2/3 of the value delivered through stock options and the remaining 1/3 through RSUs. The option shall have an exercise price equal to the Fair Market Value (as defined in the Plan). Subject to the director's continuous service on the Board of Directors, the annual equity awards will vest and become exercisable in full on the earlier of (x) the date that is 12 months following the date of grant or (y) the date of the next annual stockholder meeting following the grant. The annual equity awards will become fully vested and exercisable in the event that the Company is subject to a change in control. The foregoing notwithstanding, a new director who has received an initial equity award will not in the same calendar year receive an annual equity award.

3. “Change in Control” shall mean (i) a sale, conveyance or other disposition of all or substantially all of the assets, property or business of the Company, except where such sale, conveyance or other disposition is to a wholly owned subsidiary of the Company, (ii) a merger or consolidation of the Company with or into another corporation, entity or person, other than any such transaction in which the holders of voting capital stock of the Company outstanding immediately prior to the transaction continue to hold a majority of the voting capital stock of the Company (or the surviving or acquiring entity) outstanding immediately after the transaction (taking into account only stock of the Company held by such stockholders immediately prior to the transaction and stock issued on account of such stock in the transaction), or (iii) the direct or indirect acquisition (including by way of a tender or exchange offer) by any person, or persons acting as a group, of beneficial ownership or a right to acquire beneficial ownership of shares representing a majority of the voting power of the then outstanding shares of capital stock of the Company; provided, however, that a Change in Control shall not include any transaction or series of related transactions (1) principally for bona fide equity financing purposes or (2) effected exclusively for the purpose of changing the domicile of the Company. A series of related transactions shall be deemed to constitute a single transaction for purposes of determining whether a Change in Control has occurred. In addition, if a Change in Control constitutes a payment event with respect to any amount that is subject to U.S. Internal Revenue Code Section 409A, then the transaction must also constitute a “change in control event” as defined in Treasury Regulation Section 1.409A-3(i)(5) to the extent required by such U.S. Internal Revenue Code Section 409A.

### **C. Expenses**

The reasonable expenses incurred by directors in connection with attendance at Board or committee meetings will be reimbursed upon submission of appropriate substantiation.