New Enterprise Associates 16, L.P.

Form 3

October 18, 2018

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

OMB APPROVAL

OMB Number:

3235-0104

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement Marker Therapeutics, Inc. [MRKR] New Enterprise Associates 16, (Month/Day/Year) L.P. 10/17/2018 4. Relationship of Reporting (Last) (First) (Middle) 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 1954 GREENSPRING (Check all applicable) DRIVE. SUITE 600 (Street) 6. Individual or Joint/Group Director __X__ 10% Owner Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting Person TIMONIUM. MDÂ 21093 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial

(Instr. 4)

Beneficially Owned (Instr. 4)

Ownership Form:

Ownership

Direct (D) or Indirect (I) (Instr. 5)

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Derivative

Security:

(Instr. 5)

Common Stock 5,000,000 $\mathbf{D}^{(1)}$

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security 2. Date Exercisable and 3. Title and Amount of 6. Nature of Indirect 4. 5. **Expiration Date** Securities Underlying Beneficial (Instr. 4) Conversion Ownership (Month/Day/Year) Derivative Security or Exercise Form of Ownership (Instr. 4) Price of Derivative (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Warrant to Purchase Common Stock (right to buy)	10/17/2018	10/17/2023	Common Stock	3,750,000	\$ 5	D (1)	Â

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 wher runner runners	Director	10% Owner	Officer	Othe		
New Enterprise Associates 16, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â	ÂX	Â	Â		
NEA Partners 16, L.P. 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â	ÂX	Â	Â		
NEA 16 GP, LLC 1954 GREENSPRING DRIVE SUITE 600 TIMONIUM, MD 21093	Â	ÂX	Â	Â		
Cianoturos						

Signatures

/s/ Sasha Keough, attorney-in-fact

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares are directly held by New Enterprise Associates 16, L.P. ("NEA 16"), and indirectly held by NEA Partners 16, L.P. ("NEA Partners"), the sole general partner of NEA 16, NEA 16 GP, LLC ("NEA 16 GP"), the sole general partner of NEA Partners 16, and the individual managers of NEA 16 GP (NEA Partners 16, NEA 16 GP and the individual managers of NEA 16 GP, together, the "Indirect

(1) Reporting Persons"). The individual managers of NEA 16 GP are Peter J. Barris, Forest Baskett, Ali Behbahani, Carmen Chang, Anthony A. Florence, Jr., Mohamad Makhzoumi, Josh Makower, David M. Mott, Scott D. Sandell, Peter W. Sonsini, Ravi Viswanathan and Paul Walker. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of the Securities Exchange Act of 1934, as amended, or otherwise of such portion of the shares of the Issuer held by NEA 16 in which the Indirect Reporting Persons have no pecuniary interest.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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