

**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): March 14, 2025**

**JASPER THERAPEUTICS, INC.  
(Exact Name of Registrant as Specified in its Charter)**

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

**001-39138  
(Commission File Number)**

**84-2984849  
(IRS Employer  
Identification No.)**

**2200 Bridge Pkwy Suite #102  
Redwood City, California 94065  
(Address of Principal Executive Offices) (Zip Code)**

**(650) 549-1400  
Registrant's telephone number, including area code**

**N/A  
(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 Exchange Act:

(Title of each class)	(Trading Symbol)	(Name of exchange on which registered)
<b>Voting Common Stock, par value \$0.0001 per share</b>	<b>JSPR</b>	<b>The Nasdaq Stock Market LLC</b>
<b>Redeemable Warrants, each ten warrants exercisable for one share of Voting Common Stock at an exercise price of \$115.00</b>	<b>JSPRW</b>	<b>The Nasdaq Stock Market LLC</b>

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 1.01. Entry into a Material Definitive Agreement.**

On March 19, 2025, Jasper Therapeutics, Inc. (the “Company”) entered into an Open Market Sale Agreement<sup>SM</sup> (the “Sales Agreement”) with Jefferies LLC (the “Agent”), pursuant to which the Company may, from time to time in its sole discretion, offer and sell through or to the Agent, as sales agent or principal, shares (“Shares”) of its voting common stock, par value \$0.0001 per share (“Common Stock”), from time to time (the “Offering”). The issuance and sale of the Shares, if any, will be made pursuant to the Company’s shelf registration statement on Form S-3 (Registration Statement No. 333-285914), filed with the Securities and Exchange Commission (the “SEC”) on March 19, 2025, including the sales agreement prospectus (the “Sales Agreement Prospectus”) contained therein. Pursuant to the Sales Agreement Prospectus, the Company may offer and sell Shares having an aggregate offering price of up to \$100,000,000.

The Sales Agreement provides that the Agent will be entitled to aggregate compensation for its services of 3.0% of the gross sales price per Share sold under the Sales Agreement. The Company has no obligation to sell any Shares under the Sales Agreement. The Company has agreed in the Sales Agreement to provide indemnification and contribution to the Agent against certain liabilities, including liabilities under the Securities Act of 1933, as amended (the “Securities Act”).

The foregoing description of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to the copy of the Sales Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy Shares, nor shall there be any offer, solicitation, or sale of Shares in any state or country in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or country.

**Item 1.02 Termination of a Material Definitive Agreement.**

As previously disclosed, on November 10, 2022, the Company entered into that certain Controlled Equity Offering<sup>SM</sup> Sales Agreement (the “Cantor Sales Agreement”) with Cantor Fitzgerald & Co. (“Cantor”), pursuant to which the Company could offer and sell through or to the Cantor, as sales agent or principal, shares of Common Stock, in sales deemed to be an “at the market offering” as defined in Rule 415 promulgated under the Securities Act. Effective as of March 14, 2025, the Company terminated the Cantor Sales Agreement. The Company did not incur any material early termination penalties as a result of the termination of the Cantor Sales Agreement.

Following the termination of the Cantor Sales Agreement, the Company may not offer or sell any additional shares of Common Stock under the Cantor Sales Agreement or the related prospectus and prospectus supplement, dated November 10, 2022. From November 10, 2022 to March 14, 2025, the Company did not sell any shares of Common Stock pursuant to the Cantor Sales Agreement.

The foregoing description of the Cantor Sales Agreement is not complete and is qualified in its entirety by reference to the full text of the Cantor Sales Agreement, a copy of which was filed as Exhibit 10.1 to the Company’s Current Report on Form 8-K filed with the SEC on November 10, 2022, and incorporated herein by reference.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
10.1	<a href="#">Open Market Sale Agreement<sup>SM</sup>, dated as of March 19, 2025, by and between Jasper Therapeutics, Inc. and Jefferies LLC (incorporated by reference to Exhibit 1.2 to the Registration Statement on Form S-3 (File No. 333-285914) filed by the Company on March 19, 2025).</a>
104	Cover Page Interactive Data File, formatted in Inline Extensible Business Reporting Language (iXBRL).

**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: March 19, 2025

**JASPER THERAPEUTICS, INC.**

By: /s/ Herb Cross

Name: Herb Cross

Title: Chief Financial Officer