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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 11, 2026**

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**Cardiff Oncology, Inc.**

(Exact name of Registrant as Specified in Its Charter)

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

**001-35558**  
(Commission File Number)

**27-2004382**  
(IRS Employer  
Identification No.)

**11055 Flintkote Avenue**  
**San Diego, California**  
(Address of Principal Executive Offices)

**92121**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (858) 952-7570**

(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	CRDF	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.

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## Item 5.07 Submission of Matters to a Vote of Security Holders

On June 11, 2026, Cardiff Oncology, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). A total of 41,614,848 shares of common stock, constituting a quorum, were represented in person or by valid proxies at the Annual Meeting. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting, as set forth in the Definitive Proxy Statement, filed with the Securities and Exchange Commission on April 23, 2026 are as follows:

*Proposal 1.* All of the six (6) nominees for director were elected to serve until the 2027 Annual Meeting of Stockholders or until their respective successors have been duly elected and qualified, or until such director’s earlier resignation, removal or death. The result of the votes to elect the six (6) directors was as follows:

<b>Directors</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non Vote</b>
Dr. James O. Armitage	18,806,657	0	522,756	22,285,435
Dr. Rodney Markin	18,647,050	0	682,361	22,285,437
Mani Mohindru, Ph.D.	18,942,979	0	386,435	22,285,434
Gary W. Pace, Ph.D.	18,877,743	0	451,668	22,285,437
Renee P. Tannenbaum, Pharm.D.	18,790,068	0	539,345	22,285,435
Lâle White	18,710,040	0	619,373	22,285,435

*Proposal 2.* The appointment of BDO USA, P.C. as the Company’s independent registered public accounting firm for its fiscal year ended December 31, 2026 was ratified and approved by the stockholders by the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non Vote</b>
40,239,508	1,070,807	304,529	4

*Proposal 3.* An amendment to the Company’s 2021 Equity Incentive Plan to increase the number of shares issuable thereunder to 15,150,000 shares was approved by the stockholders by the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non Vote</b>
10,740,460	8,063,520	525,431	22,285,437

*Proposal 4.* The advisory vote on the compensation of the Company’s named executive officers was approved by the stockholders by the votes set forth in the table below:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non Vote</b>
17,120,176	1,772,185	437,049	22,285,438

**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.

CARDIFF ONCOLOGY, INC.

Date: June 11, 2026

By: /s/ Mani Mohindru  
Mani Mohindru

Chief Executive Officer

