

**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): **June 6, 2019**

Y-MABS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38650
(Commission
File Number)

47-4619612
(I.R.S. Employer
Identification No.)

**230 Park Avenue
Suite 3350
New York, New York 10169**
(Address of principal executive offices) (Zip Code)

(646) 885-8505
(Registrant's telephone number, include 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))

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	Trading Symbol	Name of each exchange on which registered:
Common Stock, \$0.0001 par value	YMAB	NASDAQ Global Select Market

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

On June 6, 2019, Y-mAbs Therapeutics, Inc., (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”).

The following proposals were submitted to the stockholders at the Annual Meeting:

- the election of two Class I directors, Dr. Gérard Ber and David N. Gill, nominated by the Company’s board of directors, each to serve for a three-year term to expire at the 2022 annual meeting of stockholders and one Class II director, Ashutosh Tyagi, M.D., nominated by the Company’s board of directors, to serve for a one-year term to expire at the 2020 annual meeting of stockholders, each such nominee to hold office until his successor has been duly elected and qualified or until his earlier death, resignation or removal; and
- the ratification of the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the Company’s fiscal year ending December 31, 2019.

The proposals are described in detail in the Company’s Proxy Statement filed with the Securities and Exchange Commission on April 30, 2019. No other proposals were submitted to the stockholders at the Annual Meeting.

The number of shares of common stock entitled to vote at the Annual Meeting was 34,193,666.

All matters submitted to a vote of the Company’s stockholders at the Annual Meeting were approved and all director nominees were elected. The number of votes cast for and against and the number of abstentions and broker non-votes with respect to each matter voted upon are set forth below:

(i) Election of two Class I directors and one Class II director.

Director Nominee	For	Withheld	Broker Non-Votes
<i>Class I Directors</i>			
Gérard Ber, Ph.D.	22,792,548	87,645	3,603,425
David N. Gill	21,537,899	1,342,294	3,603,425
<i>Class II Director</i>			
Ashutosh Tyagi, M.D.	20,912,894	1,967,299	3,603,425

The Company’s stockholders elected Dr. Gérard Ber and David N. Gill as Class I directors to serve for a three-year term to expire at the 2022 annual meeting of stockholders and Ashutosh Tyagi, M.D. as a Class I director to serve for a one-year term to expire at the 2020 annual meeting of stockholders, each such nominee to hold office until his successor has been duly elected and qualified or until his earlier death, resignation or removal.

(ii) Ratification of appointment of independent registered public accounting firm.

For	Against	Abstain	Broker Non-Votes
26,471,363	12,255	0	0

The Company’s stockholders ratified the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2019.

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.

Y-MABS THERAPEUTICS, INC.

Date: June 6, 2019

By: /s/ Thomas Gad
Thomas Gad
Founder, Chairman, President and Head of Business Development