

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* \_\_\_\_\_ Chapter 11 Check if this an amended filing

## Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>MabVax Therapeutics Holdings, Inc.</u>	
2. All other names debtor used in the last 8 years Include any assumed names, trade names and <i>doing business as</i> names	_____	
3. Debtor's federal Employer Identification Number (EIN)	<u>93-0987903</u>	
4. Debtor's address	<b>Principal place of business</b>  <u>11535 Sorrento Valley Road</u> <u>Suite 400</u> <u>San Diego, CA 92121</u> <small>Number, Street, City, State &amp; ZIP Code</small>  <u>San Diego</u> <small>County</small>	<b>Mailing address, if different from principal place of business</b>  _____ <small>P.O. Box, Number, Street, City, State &amp; ZIP Code</small>  <b>Location of principal assets, if different from principal place of business</b>  _____ <small>Number, Street, City, State &amp; ZIP Code</small>
5. Debtor's website (URL)	<u>https://www.mabvax.com/</u>	
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____	

Debtor **MabVax Therapeutics Holdings, Inc.**  
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.  
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5417

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor	_____	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **MabVax Therapeutics Holdings, Inc.**  
Name

Case number (if known)

11. **Why is the case filed in this district?** *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. **Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention?** *(Check all that apply.)*

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_  
Number, Street, City, State & ZIP Code

**Is the property insured?**

No

Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

13. **Debtor's estimation of available funds** *Check one:*

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. **Estimated number of creditors**

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input type="checkbox"/> 200-999		

15. **Estimated Assets**

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input checked="" type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

16. **Estimated liabilities**

<input type="checkbox"/> \$0 - \$50,000	<input checked="" type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor **MabVax Therapeutics Holdings, Inc.**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/20/19  
MM / DD / YYYY

X J. David Hansen  
Signature of authorized representative of debtor  
Title Chief Executive Officer

J. David Hansen  
Printed name

**18. Signature of attorney** X [Signature]  
Signature of attorney for debtor

Date 3/20/19  
MM / DD / YYYY

Frederick B. Rosner  
Printed name

The Rosner Law Group LLC  
Firm name

824 N. Market Street  
Suite 810  
Wilmington, DE 19801  
Number, Street, City, State & ZIP Code

Contact phone (302) 777-1111 Email address rosner@teamrosner.com

DE 3995 DE  
Bar number and State

**Schedule 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case, together, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered under the number assigned to the chapter 11 case of MabVax Therapeutics Holdings, Inc.

MabVax Therapeutics Holdings, Inc.
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MabVax Therapeutics, Inc.
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**RESOLUTIONS OF THE BOARD OF DIRECTORS  
TAKEN BY UNANIMOUS WRITTEN CONSENT  
OF MABVAX THERAPEUTICS HOLDINGS, INC.**

**WHEREAS**, the undersigned, constituting all the members of the Board of Directors (the “Board of Directors”) of MabVax Therapeutics Holdings, Inc., a Delaware corporation (the “Company”), hereby take the following actions by unanimous written consent and adopt the following resolutions.

**I. COMMENCEMENT OF CHAPTER 11 CASE**

**NOW, THEREFORE, BE IT HEREBY RESOLVED** that after due inquiry concerning the Company’s financial situation, the Board of Directors finds and determines that it is advisable, fair, appropriate, and in the best interest of the Company, its stockholders and its creditors for it to commence a case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”);

**BE IT FURTHER RESOLVED** that the officers, directors and agents of the Company, be, and each of them is, hereby empowered, authorized, and directed without further action by the Board of Directors to prepare, sign, file and prosecute, or cause to be prepared, signed, filed and prosecuted, (a) a petition for relief under chapter 11 of the Bankruptcy Code, and (b) all papers, pleadings, lists and schedules attendant thereto;

**II. POST-PETITION FINANCING**

**BE IT FURTHER RESOLVED** that the Board of Directors has determined, in light of current circumstances and after consultation with the Company’s professional advisors, and in connection with the filing of the Company’s chapter 11 case, that it is in the best interests of the Company, its creditors, stockholders and other parties in interest to authorize the Company to

obtain post-petition debtor in possession financing from BioNTech Research and Development, Inc. or its designee in an amount not to exceed \$500,000;

**BE IT FURTHER RESOLVED** that the officers, directors and agents of the Company, be, and each of them is, hereby empowered and directed without further action by the Board of Directors to execute and deliver the Senior Secured Superpriority Priming Debtor-In-Possession Credit Agreement (with such modifications as J. David Hansen may approve) and all agreements related thereto or contemplated thereby, to cause the Company to perform all of its obligations under the Senior Secured Superpriority Priming Debtor-In-Possession Credit Agreement, and to take any and all actions to obtain Bankruptcy Court interim and final approval of the post-petition debtor in possession financing facility;

**III. ENTRY INTO ASSET PURCHASE AGREEMENT**

**BE IT FURTHER RESOLVED** that the Board of Directors has determined, in light of current circumstances and after consultation with the Company's professional advisors, and in connection with the filing of the Company's chapter 11 case, that it is in the best interests of the Company, its creditors, stockholders and other parties in interest to authorize the Company to enter into that certain Asset Purchase Agreement with BioNTech AG or its designee, including, without limitation, giving BioNTech AG certain bid protections contained therein to serve as a stalking horse bidder;

**BE IT FURTHER RESOLVED** that the officers, directors and agents of the Company, be, and each of them is, hereby empowered and directed without further action by the Board of Directors to execute and deliver the Asset Purchase Agreement (with such modifications as J. David Hansen may approve) and all agreements related thereto or contemplated thereby, to take any and all actions to obtain Bankruptcy Court authorization to sell the Company's assets and to

cause the Company to perform all of its obligations under the Asset Purchase Agreement (either with BioNTech AG or another party);

**IV. RETENTION OF ADVISORS**

**BE IT FURTHER RESOLVED** that the previous retention by the Company's officers and agents of the law firm of The Rosner Law Group LLC ("RLG") as bankruptcy counsel to the Company to represent and assist the Company in connection with its consideration of various insolvency-related obligations and bankruptcy alternatives, and to commence and prosecute the aforementioned chapter 11 case, and to do all things, and to prepare, sign and file all papers and documents necessary and proper to the prosecution of said chapter 11 case, is hereby approved and ratified; and RLG is authorized to take such actions in the bankruptcy case which RLG, in its discretion, concludes are necessary to RLG's and/or the Company's fulfillment of their fiduciary obligations in the bankruptcy case; and the Company's officers and agents are hereby authorized and directed to execute and ratify appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application to retain the services of RLG;

**BE IT FURTHER RESOLVED** that the officers, directors, and agents of the Company be, and hereby are, authorized and empowered to employ on behalf of the Company any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary;

**V. GENERAL**



**BE IT FURTHER RESOLVED** that the officers, directors, and agents of the Company be, and hereby are, authorized and directed, in the name and on behalf of the Company, to take such actions and to make, sign, execute, acknowledge, and deliver all petitions, schedules, motions, lists, applications, pleadings, and any and all such additional documents, agreements, affidavits, applications for approvals or rulings of governmental or regulatory authorities, motions, orders, directions, certificates, requests, receipts, financing statements, or other instruments as such officer, director, or agent or the Company's legal counsel may deem necessary, proper, or desirable in connection with the case under chapter 11 of the Bankruptcy Code, with a view to the successful prosecution of such case, and as may be reasonably required to give effect to the foregoing resolutions and to consummate the transactions contemplated by the foregoing resolutions, to execute and deliver such instruments, and to fully perform the terms and provisions thereof; and

**BE IT FURTHER RESOLVED** that to the extent that any of the actions authorized by any of the foregoing resolutions have been taken by an officer, director, or agent on behalf of the Company, such actions are hereby ratified and confirmed in their entirety.

IN WITNESS WHEREOF, the Board of Directors have executed this consent as of  
March 19, 2019.



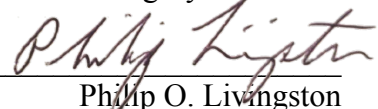
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J. David Hansen



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Gregory P. Hanson



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Philip O. Livingston

**Fill in this information to identify the case:**

Debtor name MabVax Therapeutics Holdings, Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration **Corporate Ownership Statement**

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/20/19

x J. David Hansen  
Signature of individual signing on behalf of debtor

**J. David Hansen**  
Printed name

**Chief Executive Officer**  
Position or relationship to debtor

**Fill in this information to identify the case:**

Debtor name MabVax Therapeutics Holdings, Inc.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number (if known): \_\_\_\_\_

Check if this is an  
amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Memorial Sloan Kettering P.O. Box 29049 New York, NY 10087	Ogunwald@mskcc.org (646) 227-2188	Clinical Research				\$1,197,873.36
Baker Botts LLP 910 Louisiana Street Houston, TX 77002	jonathan.shapiro@bakerbotts.com (415) 291-6200	Legal Services				\$1,063,632.97
Sarah Cannon Research Institute P.O. Box 277816 Atlanta, GA 30384-7816	Alaina.Fisher@sarahcannon.com (615) 329-7484	Clinical Research				\$321,111.79
Cooley Godward & Kronish 101 California Street, 5th Floor San Francisco, CA 94111	AR@cooley.com	Legal Services				\$267,595.91
Sichenzia Ross Ference Kesner LLP 1185 Avenue of the Americas New York, NY 10036	ehagen@srfkllp.com (212) 930-9700	Legal Services				\$221,844.96
Greenhill & Co. 300 Park Avenue New York, NY 10022	tfeldman@greenhill.com (212) 389-1500	Professional Services				\$192,501.00
Mintz Levin et al. PC PO Box 4539 Boston, MA 02212-4539	RFerguson@mintz.com (858) 314-1569	Legal Services				\$186,973.22
Scottsdale Healthcare Hospitals 8125 N. Hayden Rd. Scottsdale, AZ 85258	Mariah.Smith@honorhealth.com (480) 323-1942	Clinical Research				\$108,734.55

Debtor **MabVax Therapeutics Holdings, Inc.**  
Name

Case number (if known)

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Jones Day 555 South Flower Street, 50th Floor Los Angeles, CA 90071	irodriguez@jonesday.com (213) 243-2452	Legal Services				\$103,018.87
Latham & Watkins P.O. Box 894256 Los Angeles, CA 90189-4256	Maynard.Radoc@lw.com (650) 463-2624	Legal Services				\$58,725.50
Charles River Laboratory PO Box 27812 New York, NY 10087	Leeann.Woss@CRL.com	Clinical Research				\$55,855.72
Morris Nichols, Arshat & Tunnell LLP 1201 North Market Street, 16th Fl Wilmington, DE 19899	ekwilensky@mna.com (302) 658-9200	Legal Services				\$53,561.70
Digital Intelligence 17165 W. Glendale Drive New Berlin, WI 53151	cbeyer@digitalintelligence.com (262) 782-3398	Professional Services				\$52,648.70
Alcami (previously AAIPharma) PO BOX 603059 Charlotte, NC 28260	jillianne.sprague@alcaminow.com	Clinical Research				\$42,498.23
Russo Partners LLC 12 West 27th Street, 4th Floor New York, NY 10001	brad.prunty@russopartnersllc.com (646) 942-5588	Professional Services				\$37,525.00
IQVIA (previously Quintiles) PO Box 601070 Charlotte, NC 28260	Patrick.Stack@iqvia.com (919) 998-2304	Clinical Research				\$32,196.26
Exact Clinical Research Services 2414 Minden Way Sacramento, CA 95835	dmaciasExactClinical@icloud.com	Staffing Services				\$28,563.28
IBM Clinical previously eMERGE PO Box 534151 Atlanta, GA 30353-4151	Aletza.Ramos@ibm.com (866) 387-4257	Trade debt				\$17,851.20
Computershare Inc. Dept CH 19228 Palatine, IL 60055-9228	Lee.Meier@computershare.com	Professional Services				\$16,005.64

Debtor **MabVax Therapeutics Holdings, Inc.**  
Name \_\_\_\_\_

Case number (if known) \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Haskell & White 300 Spectrum Center Dr. Suite 300 Irvine, CA 92618	kwalton@hwcpa.com (949) 450-6281	Professional Services				<b>\$14,200.00</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**


	)	
In re:	)	Chapter 11
	)	
MABVAX THERAPEUTICS HOLDINGS, INC., <sup>1</sup>	)	Case No. 19-
	)	
Debtor.	)	Joint Administration Requested
	)	

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned certifies that the following is a corporation, other than the debtor or a governmental unit, that directly or indirectly own 10% or more of any class of the corporation's equity interests, or states that there are no entities to report under FRBP 7007.1:

None.

Dated: March 20, 2019

  
 \_\_\_\_\_  
 J. David Hansen  
 CEO of MabVax Therapeutics Holdings, Inc.

<sup>1</sup> The last four digits of the taxpayer identification number of the Debtor is 7903. The Debtor's mailing address is 11535 Sorrento Valley Road, Suite 400, San Diego, CA 92121.