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): February 2, 2018

SUNESIS PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware	**000-51531**	**94-3295878**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

395 Oyster Point Boulevard, Suite 400 **South San Francisco, California** **(Address of principal executive offices)**	**94080** **(Zip Code)**

Registrant's telephone number, including area code: (650) 266-3500
Not Applicable
(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. ☐

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of a New Director

On February 2, 2018, upon recommendation of the Nominating and Corporate Governance Committee of the Board of Directors (the "Board"), the Board of Sunesis Pharmaceuticals, Inc. ("Sunesis" or the "Company") appointed H. Ward Wolff as a director and as the chair of the Audit Committee of the Board, effective immediately. The Board appointed Mr. Wolff to serve as a member of the Board as a Class III director for a term expiring at the Company's 2020 annual meeting of stockholders, or until his earlier death, resignation or removal or his successor is duly elected and qualified.

Mr. Wolff currently serves as a member of the boards of directors of Portola Pharmaceuticals Inc. and Calithera Biosciences, Inc. Mr. Wolff served as Executive Vice President and Chief Financial Officer of Sangamo Therapeutics, Inc. from 2007 until his retirement in March 2017. Prior to Sangamo, Mr. Wolff served as Senior Vice President, Finance and Chief Financial Officer of Nuvelo, Inc. until its restructuring in August 2007 and, before that, he was Chief Financial Officer and Senior Vice President, Finance, of Abgenix, Inc. until April 2006 when Abgenix merged with Amgen Inc. Prior to joining Abgenix, Mr. Wolff held financial management positions in both public and private emerging growth companies. He began his career with Price Waterhouse, where he held a number of positions as a certified public accountant, including Senior Audit Manager. Mr. Wolff received a B.A. degree in Economics from the University of California at Berkeley and an M.B.A. degree from Harvard Business School.

There is no arrangement or understanding between Mr. Wolff and any other person pursuant to which Mr. Wolff was appointed as a director. Mr. Wolff will be compensated for his service on the Board in accordance with the Company's Director Compensation Policy as described in the Company's 2017 Proxy Statement filed with the SEC on April 20, 2017. Accordingly, Mr. Wolff was granted an option to purchase 37,500 shares of common stock of Sunesis under its 2011 Equity Incentive Plan to be effective on the last trading day of the month.

In connection with his appointment, Mr. Wolff will enter into an indemnification agreement with the Company substantially in the form of the Indemnification Agreement previously approved by the Board, which is filed as Exhibit 10.5 to the Company's Registration Statement on Form S-1 filed with the SEC on December 23, 2004, and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release, dated February 7, 2018, entitled "Sunesis Pharmaceuticals Appoints Industry Veteran H. Ward Wolff to the Board of Directors."

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.

SUNESIS PHARMACEUTICALS, INC.

Dated: February 7, 2018

By: /s/ Dayton Misfeldt
Dayton Misfeldt
Interim Chief Executive Officer

Exhibit 99.1

Investor and Media Inquiries:
Maeve Conneighton
Argot Partners
212-600-1902

Willie Quinn
Sunesis Pharmaceuticals Inc.
650-266-3716

Sunesis Pharmaceuticals Appoints Industry Veteran H. Ward Wolff to the Board of Directors

SOUTH SAN FRANCISCO, Calif., February 7, 2018 -- Sunesis Pharmaceuticals, Inc. (Nasdaq: SNSS) today announced that H. Ward Wolff has been appointed to the Sunesis Board of Directors. Mr. Wolff brings over 40 years of finance and executive leadership experience to the Board, with 20 years of experience in the life sciences sector, most recently having served as Executive Vice President and Chief Financial Officer of Sangamo Therapeutics, Inc. Mr. Wolff will also be designated chairman of the company's Audit Committee.

"Ward's vast experience in healthcare finance and operations will be invaluable to Sunesis as we continue to advance our kinase inhibitor pipeline, led by our non-covalent BTK inhibitor vecabrutinib (SNS-062)," said Dayton Misfeldt, Interim Chief Executive Officer of Sunesis. "We are delighted to have him on the Board and welcome his strategic counsel as we look towards our upcoming milestones for the company, including an interim data update on our ongoing Phase 1b/2 trial in adults with relapsed chronic lymphocytic leukemia (CLL) and other B Cell malignancies."

"I am excited to be joining the Board of Directors at Sunesis at a time of upward momentum for the Company," stated Mr. Wolff. "Sunesis has a strong pipeline of differentiated cancer therapeutics, with significant potential for vecabrutinib to become a new treatment option for patients with hematological malignancies. I look forward to working alongside the management team and contributing to the achievement of the company's strategic plan."

Ward Wolff was most recently Executive Vice President and Chief Financial Officer of Sangamo Therapeutics, serving at the company from December 2007 until his retirement in March 2017. Prior to joining Sangamo, he was Senior Vice President, Finance and Chief Financial Officer at Nuvelo. Before his work at Nuvelo, Ward was Chief Financial Officer and Senior Vice President, Finance, at Abgenix, Inc. until April 2006 when Abgenix merged with Amgen Inc. Prior to joining Abgenix, Mr. Wolff held financial management positions in both public and private emerging growth companies, including serving as Senior Vice President and Chief Financial Officer of DoubleTwist, Inc., a life sciences company integrating genomic information and bioinformatics analysis tools. He began his career with Price Waterhouse, where he held a number of positions as a certified public accountant, including Senior Audit Manager.

Mr. Wolff currently serves as a member of a Board of Directors of Portola Pharmaceuticals and Calithera Biosciences. He received a B.A. in economics from the University of California, Berkeley, and an M.B.A. from Harvard Business School.

About Sunesis Pharmaceuticals

Sunesis is a biopharmaceutical company developing new oncology therapeutics for the treatment of solid and hematologic cancers. Sunesis has built an experienced cancer drug development organization committed to improving the lives of people with cancer. The Company is focused on advancing its novel kinase-inhibitor pipeline, with an emphasis on establishing proof of concept that its oral non-covalent BTK-inhibitor, vecabrutinib (SNS-062), is effective in ibrutinib-resistant chronic lymphocytic leukemia. Vecabrutinib is currently being evaluated in a Phase 1b/2, open-label, sequential-group, dose-escalation and cohort-expansion study in adults with chronic lymphocytic leukemia, Waldenstrom's macroglobulinemia, or mantle cell lymphoma who have progressed after prior therapies. Beyond the development of vecabrutinib, the Company has two other kinase inhibitor programs, including the Takeda-partnered pan-RAF inhibitor TAK-580, which is in solid tumor trials, and Sunesis' proprietary preclinical PDK1 inhibitor SNS-510, which is in preclinical development with an IND submission planned in 2019. PDK1 is a master kinase that activates other kinases important to cell growth and survival including members of the AKT, PKC, RSK and SGK families.

For additional information on Sunesis, please visit www.sunesis.com.

This press release contains forward-looking statements, including statements related to the continued development of vecabrutinib (SNS-062), including the timing of Phase 1b/2 trial of vecabrutinib and the therapeutic potential of vecabrutinib, further development and potential of its kinase inhibitor pipeline, and planned development of SNS-510. Words such as "future," "look forward," "potential," "will" and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon Sunesis' current expectations. Forward-looking statements involve risks and uncertainties. Sunesis' actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, the risk related to the timing or conduct of Sunesis' clinical trials, including the vecabrutinib Phase 1b/2 trial, the risk that Sunesis' clinical or preclinical studies for vecabrutinib, SNS-510 or other product candidate may not demonstrate safety or efficacy or lead to regulatory approval, the risk that data to date and trends may not be predictive of future data or results, risks related to the timing or conduct of Sunesis' clinical trials, that Sunesis' development activities for vecabrutinib or SNS-510 could be otherwise halted or significantly delayed for various reasons, that Sunesis may not be able to receive regulatory approval of vecabrutinib, or SNS-510 in the U.S. or Europe, and risks related to Sunesis' ability to raise the capital that it believes to be accessible and is required to fully finance the development and commercialization of vecabrutinib, SNS-510 and other product candidates. These and other risk factors are discussed under "Risk Factors" and elsewhere in Sunesis' Quarterly Report on Form 10-Q for the quarter ended September 30, 2017 and Sunesis' other filings with the Securities and Exchange Commission. Sunesis expressly disclaims any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements contained herein reflect any change in Sunesis' expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based.