

**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 1, 2022

Rain Therapeutics Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-40356
(Commission
File Number)

82-1130967
(IRS Employer
Identification No.)

**8000 Jarvis Avenue, Suite 204
Newark, CA 94560**
(Address of Principal Executive Offices)

(510) 953-5559
(Registrant's telephone number, including area code)

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 (see General Instruction A.2 below):

- 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 210.14d-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, par value \$0.001 per share	RAIN	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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

On Wednesday, June 1, 2022, Rain Therapeutics Inc. (the “Company”) held its 2022 Annual Meeting of Stockholders (the “2022 Annual Meeting”) at 10:00 a.m. Pacific Time. As of the close of business on April 7, 2022, the record date for the 2022 Annual Meeting, there were 18,799,405 shares of the Company’s voting common stock issued and outstanding. At the 2022 Annual Meeting, each of the Company’s director nominees was elected and the other proposal voted on was approved. The final voting results are set forth below:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Proposal 1. Election of Class I Directors			
● Aaron Davis	8,418,005	1,841,899	3,520,142
● Gorjan Hrstanovic, Ph.D.	9,059,104	1,200,800	3,520,142
	<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
Proposal 2. Ratification of Ernst & Young LLP as Independent Auditor	<u>13,778,188</u>	<u>709</u>	<u>1,149</u>
			<u>Broker Non-Votes</u>
			<u>0</u>

SIGNATURE

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.

Rain Therapeutics Inc.

Date: June 3, 2022

By: /s/ Avanish Vellanki
Avanish Vellanki
Chairman and Chief Executive Officer