

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES
EXCHANGE ACT OF 1934

For the month of August 2020

Commission File Number: **001-39458**

Medicenna Therapeutics Corp.
(Translation of registrant's name into English)

2 Bloor St. W., 7th Floor
Toronto, Ontario M4W 3E2, Canada
(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F [] Form 40-F [X]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): []

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): []

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, thereunto duly authorized.

MEDICENNA THERAPEUTICS CORP.

Date: August 27, 2020

By: /s/ Elizabeth Williams
Name: Elizabeth Williams
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit **Description**

[99.1](#) [Material Change Report dated August 24, 2020](#)

**FORM 51-102F3
MATERIAL CHANGE REPORT**

1. Name and Address of Company

Medicenna Therapeutics Corp. (the “Company”)
2 Bloor Street West, 7th Floor
Toronto, Ontario M4W 3E2

2. Date of Material Changes

August 24, 2020

3. News Releases

A news release with respect to the material change referred to in this report was issued through the facilities of Canada Newswire on August 20, 2020, and subsequently filed on the System for Electronic Document Analysis and Retrieval (SEDAR) at www.sedar.com. A copy of the news release is attached hereto as Schedule A.

4. Summary of Material Change

On August 20, 2020, the Company announced that its common shares had been approved for listing on The Nasdaq Capital Market (“Nasdaq”). Trading on the Nasdaq began on Monday, August 24, 2020, under the symbol “MDNA”.

The Company retains its listing on the Toronto Stock Exchange under the symbol “MDNA”. However, the Company’s common shares are no longer traded on the OTCQB since commencement of trading on the Nasdaq.

5. Full Description of Material Change

5.1 Full Description of Material Change

For a full description of the material change, please refer to the news release attached hereto as Schedule A.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on Section 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

Not applicable

8. Executive Officer

For additional information with respect to the material change referred to herein, the following person may be contacted:

Elizabeth Williams
Chief Financial Officer
(416) 648-5555
ewilliams@medicenna.com

9. Date of report

August 27, 2020

Schedule A



Medicenna to Commence Trading on Nasdaq

- Trading expected to begin August 24, 2020

TORONTO, Ontario and **HOUSTON, Texas**, August 20, 2020 - Medicenna Therapeutics Corp. ("Medicenna" or the "Company") (Nasdaq: MDNA) (TSX: MDNA), a clinical stage immuno-oncology company, today announced that the Company's common shares have been approved for listing on The Nasdaq Capital Market ("Nasdaq"). Trading is expected to begin on Monday, August 24, 2020, under the symbol "MDNA" on the Nasdaq. The Corporation will retain its listing on the Toronto Stock Exchange under the symbol "MDNA" and the Company's common shares will continue to trade on the OTCQB under the symbol "MDNAF" until trading on the Nasdaq commences.

"The listing of our stock on the Nasdaq represents a significant milestone in our growth as a publicly-traded company," said Fahar Merchant, PhD, President and CEO of Medicenna. "We believe this listing will increase our visibility in the marketplace, improve liquidity, broaden and diversify our shareholder base, and ultimately enhance long-term shareholder value. I would like to thank our employees, directors and partners for their hard work in making Medicenna a member of the Nasdaq exchange, an important step that will help facilitate the continued advancement of our pipeline of Empowered Cytokines™ and Superkines for the treatment of cancer."

Medicenna's long-acting IL-2 Superkine asset, MDNA11, is potentially a best-in-class engineered IL-2 with superior affinity to CD122 and no affinity to CD25, therefore preferentially stimulating cancer killing effector T cells and NK cells compared to competing IL-2 programs. MDNA11 is anticipated to enter the clinic in 2021. Medicenna's lead IL-4-EC, MDNA55, has completed a Phase 2b clinical trial for rGBM, the most common and uniformly fatal form of brain cancer. It has been studied in five clinical trials involving 132 patients, including 112 adults with rGBM. MDNA55 has demonstrated compelling efficacy and has obtained Fast-Track and Orphan Drug status from the FDA and FDA/EMA respectively.

About Medicenna

Medicenna is a clinical stage immunotherapy company focused on the development of novel, highly selective versions of IL-2, IL-4 and IL-13 super-agonists, super-antagonists and first in class Empowered Cytokines™ for the treatment of cancer and auto-immune diseases. For more information, please visit www.medicenna.com.

Forward looking statements

This news release contains forward-looking statements under applicable securities laws. Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects", "believes" and similar expressions. All statements other than statements of historical fact, included in this release, including, without limitation, statements related to the anticipated benefits to the Company and its shareholders related to the listing on the Nasdaq, future plans and objectives of the Company, are forward-looking statements that involve risks and uncertainties. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include the risks detailed in the annual information form of the Company dated May 14, 2020 and in other filings made by the Company with the applicable securities regulators in Canada and the United States from time to time.

The reader is cautioned that assumptions used in the preparation of any forward-looking information may prove to be incorrect and that study results could change over time as the study is continuing to follow up all patients and new data are continually being received which could materially change study results. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking information. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news release are expressly qualified by this cautionary statement. The forward-looking statements contained in this news release are made as of the date of this news release and the Company will update or revise publicly any of the included forward-looking statements only as expressly required by applicable securities law.

Company Contact

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Chief Financial Officer
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ewilliams@medicenna.com

Investor Contact

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