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): July 15, 2019 (July 12, 2019)

Altimmune, Inc.
(Exact name of registrant as specified in its charter)

Delaware	001-32587	20-2726770
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

910 Clopper Road Suite 201S Gaithersburg, Maryland	20878
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (240) 654-1450

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))

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 $0.0001 per share	**ALT**	**The NASDAQ Global Market**

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 2.01. Completion of Acquisition or Disposition of Assets.

On July 12, 2019 (the "Closing Date"), Altimmune, Inc., a Delaware corporation (the "Company"), completed its previously announced acquisition of Spitfire Pharma, Inc., a Delaware corporation ("Spitfire"), pursuant to the terms of the Agreement and Plan of Merger and Reorganization (the "Merger Agreement"), by and among the Company, Springfield Merger Sub, Inc., a Delaware corporation and wholly-owned subsidiary of the Company ("Merger Sub I"), Springfield Merger Sub, LLC, a Delaware limited liability company and wholly-owned subsidiary of the Company ("Merger Sub II" and, together with Merger Sub I, the "Merger Subs"), Spitfire, and David Collier, as the stockholder representative. Prior to the Closing Date, Spitfire was a privately held, preclinical pharmaceutical company developing a novel dual GLP-1/glucagon receptor agonist for the treatment of non-alcoholic steatohepatitis.

On the Closing Date, Merger Sub I merged with and into Spitfire, with Spitfire continuing as the surviving entity (the "First Merger"), and, as a part of the same overall transaction, the surviving entity of the First Merger merged with and into Merger Sub II, with Merger Sub II continuing as the surviving entity and a wholly-owned subsidiary of the Company (the "Second Merger," and, together with the First Merger, the "Merger"). Immediately following the consummation of the Second Merger, the name of Merger Sub II was changed to "Spitfire Pharma, LLC".

In connection with the closing, the Company will issue 1,887,250 unregistered shares of its common stock (the "Shares") as upfront consideration to certain holders of Spitfire common stock, preferred stock, and restricted stock (collectively, the "Spitfire Equityholders"), representing an amount equal to $5.0 million less working capital and transaction expense adjustment amounts (the "Closing Consideration"). The number of Shares to be issued as payment of the Closing Consideration was determined based on the average of the closing prices of the Company's common stock as reported on the Nasdaq Global Market for the twenty (20) consecutive trading days prior to and including July 8, 2019, the date on which the parties entered into the Merger Agreement.

The foregoing description of the Merger Agreement is a summary only and is qualified in its entirety by reference to the full text of the Merger Agreement, which is attached as Exhibit 2.1 to the Company's Current Report on Form 8-K filed on July 9, 2018, and is incorporated by reference herein in its entirety.

Item 3.02. Unregistered Sales of Equity Securities.

The information related to the issuance of shares of the Company's common stock set forth in Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02. The issuance of the Shares to the Spitfire Equityholders will not be registered under the Securities Act and the Shares will be issued in reliance upon Section 4(a)(2) of the Securities Act of 1933, as amended.

Item 7.01 Regulation FD Disclosure.

On July 15, 2019, the Company issued a press release announcing the closing of the Merger. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
2.1* +	Agreement and Plan of Merger and Reorganization, dated July 8, 2019, by and among Altimmune, Inc., Springfield Merger Sub, Inc., Springfield Merger Sub, LLC, Spitfire Pharma, Inc. and David Collier, as the Stockholder Representative (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 9, 2019)
99.1	Press release of Altimmune, Inc., dated July 15, 2019

* Previously Filed

\+ Certain exhibits and schedules within this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company hereby undertakes to furnish supplementally copies of any of the omitted exhibits and schedules upon request by the SEC.

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.

Date: July 15, 2019

ALTIMMUNE, INC.

By: /s/ William M. Brown
William M. Brown
Chief Financial Officer

Exhibit 99.1

Altimmune Announces Closing of Acquisition of Spitfire Pharma, Inc.

GAITHERSBURG, MD, July 15, 2019 (GLOBE NEWSWIRE) — Altimmune, Inc. (Nasdaq: ALT), a clinical-stage biopharmaceutical company, today announced the closing of the previously announced acquisition of Spitfire Pharma, Inc., including the product candidate ALT-801, a potent GLP-1/Glucagon receptor co-agonist for the treatment of non-alcoholic steatohepatitis (NASH).

"We are pleased to be executing against our strategic initiative to expand Altimmune's pipeline" said Dr. Vipin K. Garg, Ph.D., President and Chief Executive Officer. "This is an important milestone in our journey and we now turn our attention to expeditiously moving ALT-801 to the clinic and generating proof of concept data in man".

In connection with the closing, Altimmune will issue 1,887,250 unregistered shares of its common stock as upfront consideration, representing an amount equal to $5.0 million less working capital and transaction expense adjustment amounts. The number of shares to be issued was determined based on the average of the closing prices of the Company's common stock as reported on the Nasdaq Global Market for the twenty consecutive trading days prior to and including July 8, 2019, the date the definitive agreement was signed.

About Altimmune

Altimmune is a clinical stage biopharmaceutical company focused on developing liver disease and immune modulating therapies. Our diverse pipeline includes next generation peptide therapeutics for NASH (ALT-801) and chronic Hepatitis B (HepTcell), conjugated immunostimulants for the treatment of cancer (ALT-702) and intranasal vaccines (NasoVAX™ and NasoShield™). For more information on Altimmune, please visit the website www.altimmune.com.

Forward-Looking Statement

Any statements made in this press release relating to future financial or business performance, conditions, plans, prospects, trends, or strategies and other financial and business matters, including without limitation, the closing of the Spitfire Pharma acquisition, the timing of key milestones for ALT-801, the filing of the IND for ALT-801 in 2020, the initiation of a Phase 1 clinical study in 2020, and the prospects for regulatory approval or commercializing ALT-801, are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In addition, when or if used in this press release, the words "may," "could," "should," "anticipate," "believe," "estimate," "expect," "intend," "plan," "predict" and similar expressions and their variants, as they relate to Altimmune, Inc. (the "Company") may identify forward-looking statements. The Company cautions that these forward-looking statements are subject to numerous assumptions, risks, and uncertainties, which change over time. Important factors that may cause actual results to differ materially from the results discussed in the forward looking statements or historical experience include risks and uncertainties, including risks relating to: the Company's ability to close the Spitfire Pharma acquisition on the timelines anticipated, or at all, the reliability of the results of the studies relating to human safety and possible adverse effects resulting from the administration of ALT-801; the Company may encounter substantial delays in its clinical trials, or its

clinical trials may fail to demonstrate the safety and efficacy of our product candidates to the satisfaction of applicable regulatory authorities; the Company's ability to predict the time and cost of product development; competition from other pharmaceutical and biotechnology companies, which may result in others discovering, developing or commercializing NASH products before, or more successfully, than the Company; the Company's ability to obtain potential regulatory approvals on the timelines anticipated, or at all; the Company's ability to obtain additional patents or extend existing patents on the timelines anticipated, or at all; the Company's ability to expand its pipeline of products and the success of future product advancements, including the success of future clinical trials, and the Company's ability to commercialize its products; third-party claims of intellectual property infringement or misappropriation may prevent or delay the Company's development and commercialization efforts; the Company's anticipated financial or operational results; the Company's ability to obtain additional capital resources; unforeseen safety and efficacy issues; the Company's ability to receive stockholder approval to issue shares of its common stock in satisfaction of milestone payments; and the Company's ability to continue to satisfy the listing requirements of the NASDAQ Global Market. Further information on the factors and risks that could affect the Company's business, financial conditions and results of operations are contained in the Company's filings with the U.S. Securities and Exchange Commission, including under the heading "Risk Factors" in the Company's annual reports on Form 10-K and quarterly reports on Form 10-Q filed with the SEC, which are available at www.sec.gov.

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