
**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 28, 2019

Merrimack Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-35409
(Commission
File Number)

04-3210530
(IRS Employer
Identification No.)

**One Kendall Square, Suite B7201
Cambridge, MA**
(Address of Principal Executive Offices)

02139
(Zip Code)

Registrant's telephone number, including area code: (617) 441-1000

(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 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.01 par value	MACK	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 (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 1.01. Entry into a Material Definitive Agreement.

On June 28, 2019, Merrimack Pharmaceuticals, Inc. (the “Company”) entered into Amendment No. 2 (the “Amendment”) to the Asset Purchase Agreement, dated as of May 28, 2019, as amended (the “Asset Purchase Agreement”), by and between the Company and 14ner Oncology, Inc. (“14ner”). The Amendment further amended the Asset Purchase Agreement to extend the closing date of the transaction from June 28, 2019 to July 12, 2019, in each case or as of such earlier date as the parties may agree. The Company granted this extension in order to allow 14ner to secure its financing commitments.

The above description of the Amendment is qualified in its entirety by reference to the terms of the Amendment, filed as Exhibit 2.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit
No.

Description

2.1 [Amendment No. 2 to Asset Purchase Agreement, dated as of June 28, 2019, between Merrimack Pharmaceuticals, Inc. and 14ner Oncology, Inc.](#)

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.

MERRIMACK PHARMACEUTICALS, INC.

Date: June 28, 2019

By: /s/ Jeffrey A. Munsie
Jeffrey A. Munsie
General Counsel

**AMENDMENT NO. 2
TO
ASSET PURCHASE AGREEMENT**

This AMENDMENT NO. 2 TO ASSET PURCHASE AGREEMENT (this "Amendment") is entered into as of June 28, 2019, by and between 14ner Oncology, Inc., a Delaware corporation (the "Buyer"), and Merrimack Pharmaceuticals, Inc., a Delaware corporation (the "Seller"). The Buyer and Seller are referred to collectively herein as the "Parties." Capitalized terms used herein but not defined shall have the meanings ascribed to such terms in the Agreement (as defined below).

Recitals

WHEREAS, the Parties entered into that certain Asset Purchase Agreement, dated as of May 28, 2019, as amended by Amendment No. 1 to the Asset Purchase Agreement, dated as of June 24, 2019 (as so amended, the "Agreement"); and

WHEREAS, the Parties desire to amend the Agreement as set forth in this Amendment.

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth below, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. Amendment to Agreement. Effective as the date of this Amendment, the Agreement is hereby amended as follows:

(a) The first sentence of Section 1.6(a) of the Agreement is hereby amended and restated in its entirety as follows:

“(a) The Closing shall take place at 9:30 a.m. on July 12, 2019, or such earlier date as the parties mutually agree in writing (the "Closing Date"), at the offices of Wilmer Cutler Pickering Hale and Dorr LLP, 60 State Street, Boston, Massachusetts 02109, unless another place is agreed to in writing by the Buyer and the Seller.”

2. Agreement. Except to the extent expressed amended herein, the Agreement is hereby ratified and confirmed in all respects and will remain unmodified and in full force and effect in accordance with its terms.

3. Governing Law. This Amendment and any claims arising therefrom shall be governed by and construed in accordance with the Laws of the State of Delaware, without giving effect to any choice or conflict of Law provision or rule that would cause the application of Laws of any jurisdiction other than those of the State of Delaware.

4. Counterparts. This Amendment may be executed in two (2) counterparts, each of which shall be deemed an original but both of which together shall be considered one and the same agreement and shall become effective when counterparts have been signed by each of the parties and delivered to the other party, it being understood that both parties need not sign the same counterpart. This Amendment may be executed and delivered by facsimile or .pdf transmission.

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the Parties have caused this Amendment to be signed by their respective officers thereunto duly authorized as of the date first written above.

MERRIMACK PHARMACEUTICALS, INC.

By: /s/ Jeffrey A. Munsie

Name: Jeffrey A. Munsie

Title: General Counsel

14NER ONCOLOGY, INC.

By: /s/ Steven Elms

Name: Steven Elms

Title: President & CEO

[Signature Page to Amendment to Asset Purchase Agreement]