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): November 14, 2019

ALKERMES PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland	**001-35299**	**98-1007018**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

Connaught House, 1 Burlington Road
Dublin 4, Ireland D04 C5Y6
(Address of principal executive offices)

Registrant's telephone number, including area code: +353-1-772-8000

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:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Ordinary shares, $0.01 par value	ALKS	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 (§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 1.01 Entry into a Definitive Material Agreement

On November 14, 2019, Alkermes plc (the "Company") entered into an Agreement and Plan of Merger (the "Merger Agreement") by and among Alkermes, Inc., an indirect wholly-owned subsidiary of the Company (the "Buyer"), Thinker Merger Sub, Inc., a wholly-owned subsidiary of the Buyer ("Merger Sub"), Rodin Therapeutics, Inc., a privately held biopharmaceutical company ("Rodin"), and Shareholder Representative Services LLC, as the representative of the holders of Rodin equity securities (the "Rodin Equityholders"). The Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Merger Sub will merge with and into Rodin, with Rodin surviving the Merger as a wholly-owned subsidiary of the Buyer (the "Merger").

Under the terms of the Merger Agreement, and subject to the conditions and adjustments set forth therein, the Buyer has agreed to pay (a) a cash purchase price of $100 million at the closing of the Merger (the "Upfront Consideration") and (b) future contingent cash milestone payments of up to $850 million, upon the achievement by certain Rodin development candidates of specified clinical, regulatory and sales milestones.

The Merger Agreement contains customary representations, warranties, covenants and other provisions, including indemnification obligations of the Buyer and the Rodin Equityholders for, among other matters, breaches of representations, warranties and covenants, in each case subject to the limitations specified in the Merger Agreement.

The Buyer's obligation to complete the Merger is subject to the satisfaction or waiver of customary closing conditions, including the accuracy of Rodin's representations and warranties, compliance with its covenants and the absence of a material adverse effect on Rodin. The Merger Agreement has been adopted by the requisite vote of Rodin stockholders. The Company intends to fund the Upfront Consideration from cash on hand and expects to complete the Merger by the end of November 2019.

The foregoing description of the Merger Agreement does not purport to be complete, provides only a summary of the material terms of the Merger Agreement and is qualified in its entirety by reference to the Merger Agreement, which will be filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

The representations, warranties and covenants contained in the Merger Agreement were made only for purposes of the Merger Agreement as of the specific dates therein, were solely for the benefit of the parties to the Merger Agreement, may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures, may be made for the purpose of allocating contractual risk between the parties to the Merger Agreement instead of establishing these matters as facts and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries of the Merger Agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or the condition of the parties thereto or any of their respective subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations and warranties in the Merger Agreement may change after the date of the Merger Agreement, which changes may or may not be fully reflected in the Company's public disclosures.

Item 7.01 Regulation FD Disclosure.

On November 18, 2019, the Company issued a press release announcing the execution of the Merger Agreement. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated by reference in this Item 7.01.

The information in this Item 7.01 and in Exhibit 99.1 furnished herewith shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release issued by Alkermes plc dated November 18, 2019.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

Note Regarding Forward-Looking Statements

Certain statements set forth or incorporated by reference in Item 1.01 above constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, including, but not limited to, statements regarding the timing and value of future milestone payments; and the details of, and expected timing for, the closing of the Merger. You are cautioned that forward-looking statements are inherently uncertain. Although the Company believes that such statements are based on reasonable assumptions within the bounds of its knowledge of its business and operations, the forward-looking statements are neither promises nor guarantees and they are necessarily subject to a high degree of uncertainty and risk. Actual performance and results may differ materially from those expressed or implied in the forward-looking statements due to various risks and uncertainties. These risks and uncertainties include, among others: that the Merger may involve unexpected costs, liabilities or delays; that a condition to the closing of the Merger may not be satisfied or waived in a timely manner or at all and may result in closing being delayed or not occurring; that a party may terminate the Merger Agreement prior to the closing of the Merger; and those risks and uncertainties described under the heading "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended Dec. 31, 2018 and in subsequent filings made by the Company with the U.S. Securities and Exchange Commission (the "SEC"), which are available on the SEC's website at www.sec.gov. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, the Company disclaims any intention or responsibility for updating or revising any forward-looking statements contained or incorporated by reference in Item 1.01.

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.

ALKERMES PLC

Date: November 18, 2019

By: /s/ David J. Gaffin
David J. Gaffin
Senior Vice President, Chief Legal Officer, Chief Compliance Officer and Secretary

Exhibit 99.1

Alkermes Contacts:
For Investors: Sandy Coombs +1 781 609 6377
For Media: Eva Stroynowski +1 781 609 6823

Rodin Therapeutics Contacts:
For Media: Stephanie Simon +1 617 581 9333

Alkermes to Acquire Rodin Therapeutics

— Acquisition to Expand Alkermes' Presence in CNS to a Wide Range of Neurodegenerative Diseases Through Epigenetic Control of Synaptogenesis —

DUBLIN, Ireland and BOSTON, Mass., Nov. 18, 2019 — Alkermes plc (Nasdaq: ALKS) and Rodin Therapeutics, Inc. (Rodin) today announced that they have entered into a definitive agreement under which Alkermes will acquire Rodin, a privately held biopharmaceutical company focused on developing novel, small molecule therapeutics for synaptopathies. This transaction builds on Alkermes' experience in central nervous system (CNS) diseases and expands Alkermes' CNS development efforts into a wide range of neurodegenerative disorders.

Rodin has been working to develop first-in-class, orally-available, brain-permeable therapeutics for synaptopathies by designing molecules that target specific histone deacetylase (HDAC) complexes. Selective inhibition of the HDAC−co-repressor of repressor element-1 silencing transcription factor (CoREST) complex is believed to reactivate neuronal gene expression, strengthen existing synapses and promote the creation of new synapses, while minimizing known class-based hematologic safety concerns.

"Synaptic loss and dysfunction are associated with certain clinical symptoms regardless of the underlying pathology. The platform that Rodin has developed may offer potential utility across a broad spectrum of neuropsychiatric, neurodegenerative and neurodevelopment disorders, such as Alzheimer's disease, Huntington's disease, frontotemporal dementia and depression. In addition, this novel science could have potential applicability in oncology and hematological disorders," stated Craig Hopkinson, M.D., Chief Medical Officer and Senior Vice President of Medicines

Development and Medical Affairs at Alkermes. “Based on the compelling research and the significant progress that Rodin has made to advance its chemistry and understanding of selective HDAC inhibition over the last several years, we are excited to enter this interesting area of research and development at this time.”

Synaptic dysfunction is a pathological feature in many neurodegenerative and neuropsychiatric diseases, and synaptic loss correlates closely with cognitive decline. HDACs are a class of proteins involved in chromatin remodeling and gene expression and have been shown to regulate synaptogenesis and synaptic plasticity. Currently available HDAC inhibitors with known prosynaptic effects are associated with dose-limiting hematological toxicities, precluding their use in the treatment of chronic neurologic conditions.

Rodin has demonstrated strong prosynaptic effects with development candidates in multiple preclinical models. Selective inhibition of the HDAC-CoREST complex in these models resulted in increased spine density and synaptic proteins, and improved long-term potentiation at doses that may allow for chronic treatment. Rodin has also studied numerous biomarkers that may help inform the potential clinical development programs for candidates that emerge from its selective HDAC inhibitor platform.

“Rodin’s targeted approach to strengthening synaptic integrity is backed by a robust translational strategy and may have potential across multiple diseases which are characterized by impaired neuronal and synaptic function,” commented Adam Rosenberg, Chief Executive Officer of Rodin. “With its proven ability to develop novel medicines for the treatment of CNS disorders, we believe Alkermes is ideally suited to advance this exciting new approach to neurologic diseases and bring potential new treatment options to patients that may benefit from Rodin’s synaptogenic platform.”

“Building on our broad experience in psychiatry, we believe this transaction will allow us to explore a wide array of neurodegenerative diseases and synaptopathies, which have been areas of significant interest to us as we have advanced our internal pipeline of medicines for CNS disorders. HDAC inhibitors are powerful epigenetic regulators that have therapeutic potential to address some of the most disruptive clinical symptoms that accompany neurogenerative

diseases," commented Richard Pops, Chief Executive Officer of Alkermes. "This investment is reflective of our longstanding commitment to bring new and innovative therapeutic options to patients living with chronic CNS diseases where the unmet medical need is high."

Alkermes intends to advance Investigational New Drug (IND)-enabling activities for lead preclinical assets in the Rodin development candidate portfolio, potentially prioritizing those ahead of future clinical development of Rodin's initial clinical candidate. Alkermes plans to continue Rodin's preclinical research program focused on the subset of frontotemporal dementia patients with an inherited mutation of the progranulin gene (FTD-GRN) and exploratory work in hematological disorders and oncology.

Alkermes expects to incur approximately $20 million of incremental Research & Development (R&D) expenses in 2020 related to the advancement of Rodin's development candidates. Alkermes will provide its complete 2020 financial expectations in February 2020.

Deal Terms

Under the terms of the definitive agreement, and subject to the conditions and adjustments set forth therein, Rodin's security holders will receive an upfront cash payment of $100 million upon the closing of the transaction and will be eligible to receive future payments of up to $850 million upon achievement by Rodin's development candidates of certain specified clinical and regulatory milestones, and attainment of certain sales thresholds.

The upfront cash payment is expected to be funded by Alkermes' available cash and accounted for as an asset acquisition, with substantially all the upfront payment recorded as R&D expense. Alkermes expects to complete the transaction by the end of November 2019.

Advisors

Alkermes' legal advisor for this transaction is WilmerHale LLP. Rodin's legal advisor for this transaction is Goodwin Procter LLP.

About Alkermes plc

Alkermes plc is a fully integrated, global biopharmaceutical company developing innovative medicines for the treatment of central nervous system (CNS) diseases and oncology. The company has a diversified commercial product portfolio and a substantial clinical pipeline of product candidates for diseases that include schizophrenia, depression, addiction, multiple sclerosis, and cancer. Headquartered in Dublin, Ireland, Alkermes plc has an R&D center in Waltham, Massachusetts; a research and manufacturing facility in Athlone, Ireland; and a manufacturing facility in Wilmington, Ohio. For more information, please visit Alkermes' website at www.alkermes.com.

About Rodin Therapeutics, Inc.

Rodin Therapeutics, Inc. is a biopharmaceutical company discovering and developing first-in-class therapeutics by applying novel chemical strategies to target protein complexes that selectively modulate gene expression. Rodin's targeted approach is backed by a robust translational strategy and has potential across multiple diseases, including Alzheimer's disease, Lewy body dementia, Huntington's disease, frontotemporal dementia, sickle cell disease and oncology.

Alkermes Note Regarding Forward-Looking Statements

Certain statements set forth in this press release constitute "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, but not limited to, statements concerning: the expected timeline for completion of the transaction; the potential therapeutic value of HDAC inhibitors and of Rodin's platform and development candidate portfolio; the potential utility of the Rodin platform and development candidate portfolio across a wide spectrum of neurological disorders, in hematological disorders and in oncology; expansion of Alkermes' presence and development efforts in CNS to include neurodegenerative disorders and synaptopathies; Alkermes' plans for, and expected costs related to, the development of the Rodin development candidate portfolio, including preclinical activities related to FTD-GRN and exploratory work in hematological disorders and oncology; and the expected upfront payment and potential future payments to Rodin in connection with the transaction. Alkermes cautions that forward-looking statements are inherently uncertain. The forward-looking statements are neither promises nor guarantees and they are necessarily subject

to a high degree of uncertainty and risk. Actual performance and results may differ materially from those expressed or implied in the forward-looking statements due to various risks and uncertainties. These risks and uncertainties include, among others: that the transaction may involve unexpected costs, liabilities or delays; that a condition to the closing of the transaction may not be satisfied or waived in a timely manner or at all and may result in closing being delayed or not occurring; that a party may terminate the definitive agreement relating to the transaction prior to its consummation; that the preclinical research and data relating to Rodin development candidates, including preclinical activities related to FTD-GRN and exploratory work in hematological disorders and oncology, may not be predictive of results of future preclinical or clinical studies or real-world results; that regulatory submissions for Rodin's development candidates may not occur or be submitted or accepted in a timely manner or at all; that Rodin's development candidates will not be developed and approved on the expected timeline or at all, including as a result of clinical trial design or enrollment or as a result of any safety or efficacy issues that may arise as part of any clinical trial; that, even if approved, the market for any such development candidate may be smaller than expected or that Alkermes may not be successful in accessing such market; that the anticipated benefits of the transaction, including expansion of Alkermes' development efforts and presence in CNS, may not be achieved; and those risks and uncertainties described under the heading "Risk Factors" in Alkermes' Annual Report on Form 10-K for the year ended Dec. 31, 2018 and in subsequent filings made by the company with the U.S. Securities and Exchange Commission ("SEC"), which are available on the SEC's website at www.sec.gov. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, Alkermes disclaims any intention or responsibility for updating or revising any forward-looking statements contained in this press release.

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