

**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): May 8, 2023

ALKERMES PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation)

001-35299
(Commission
File Number)

98-1007018
(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 7.01 Regulation FD Disclosure.

On May 8, 2023, Alkermes plc (the “Company”) issued a press release related to its filing of a preliminary proxy statement for its 2023 annual general meeting of shareholders and its annual director nomination process. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. This Item 7.01 and 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

No.	Description
99.1	Press release issued by Alkermes plc dated May 8, 2023.

Important Additional Information and Where to Find It

The Company intends to file a definitive proxy statement, accompanying WHITE proxy card and other relevant documents with the U.S. Securities and Exchange Commission (“SEC”) in connection with the solicitation of proxies for the Company’s 2023 annual general meeting of shareholders. **BEFORE MAKING ANY VOTING DECISION, SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY’S DEFINITIVE PROXY STATEMENT AND ANY AMENDMENTS AND SUPPLEMENTS THERETO, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and shareholders will be able to obtain a copy of the definitive proxy statement and other documents filed by the company with the SEC free of charge from the SEC’s website at www.sec.gov. In addition, copies will be available at no charge by visiting the “Investors” section of the Company’s website at www.alkermes.com, as soon as reasonably practicable after such materials are filed with, or furnished to, the SEC.

Certain Information Regarding Participants in the Solicitation

The Company, its directors and certain of its executive officers are participants in the solicitation of proxies from shareholders in respect of the Company’s 2023 annual general meeting of shareholders. Information regarding the names of such participants and their respective interests in the Company, by security holdings or otherwise, is set forth in the Company’s Form 10-K for the year ended December 31, 2022, filed with the SEC on February 16, 2023 and amended by a Form 10-K/A filed with the SEC on April 26, 2023; the Company’s definitive proxy statement for the Company’s 2022 annual general meeting of shareholders, filed with the SEC on June 6, 2022; the Company’s Current Reports on Form 8-K filed with the SEC from time to time; and in Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC from time to time. These documents can be obtained free of charge from the sources indicated above.

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.

Date: May 8, 2023

ALKERMES PLC

By: /s/ Iain M. Brown
Iain M. Brown
Senior Vice President, Chief Financial Officer
(Principal Financial Officer and Principal Accounting
Officer)

Alkermes Files Preliminary Proxy Statement and Provides Update on Annual Director Nomination Process

DUBLIN, May 8, 2023 – Alkermes plc (Nasdaq: ALKS) today filed its preliminary proxy statement with the U.S. Securities and Exchange Commission (SEC) in connection with its upcoming Annual General Meeting of Shareholders (the Annual Meeting). The company also provided an update on its annual director nomination process and its ongoing shareholder engagement efforts. The preliminary proxy statement is available on the Investor Relations section of the company’s website at www.alkermes.com.

Independent Director Nomination Process

As outlined in the company’s preliminary proxy statement, the Nominating and Corporate Governance Committee of Alkermes’ Board of Directors (the Board) recently conducted its annual board evaluation and director nomination process. The Nominating and Corporate Governance Committee, currently comprised of four independent directors – Emily Alva (appointed to the Board pursuant to an agreement with Elliott Advisors (UK) (Elliott)), Dr. Cato Laurencin (appointed to the Board pursuant to an agreement with Sarissa Capital Management LP (Sarissa)), Dr. Christopher Wright and Dr. Nancy Snyderman – annually considers the composition of the Board and those skills that the Board may need to support the continued successful execution of Alkermes’ business strategy. In this context, the Nominating and Corporate Governance Committee evaluates the current directors who are up for re-election at the Annual Meeting and any director candidates validly nominated by shareholders. Following this year’s process, the Nominating and Corporate Governance Committee determined that the recently refreshed Board, as currently comprised, offers a strong mix of skills, experiences and diversity of perspectives to support the company’s strategic priorities of growing its portfolio of proprietary commercial products, advancing its development pipeline and driving profitability for the benefit of shareholders.

Experienced, Diverse and Refreshed Board of Directors

The Board’s current directors possess significant relevant experience, including: life sciences industry experience; commercial marketing and sales experience; finance and accounting experience; management and governance experience; buy-side investor perspective and experience; and corporate strategy and complex transactional experience. Since 2019, Board refreshment activities include the appointment of seven new independent directors and retirement of five longer-serving directors. The recent appointments include four directors appointed with shareholder support, including three that were either designated or supported by Elliott and one that was designated by Sarissa.

Alkermes’ Engagement with Sarissa and Consideration of its Director Nominees

During the course of the company’s extensive, multi-year engagement with Sarissa, Alkermes’ leadership and Board have participated in more than 30 calls, interviews and meetings with Sarissa, including engagements with independent members of the Board as requested by Sarissa.

In November 2021, Alkermes and Sarissa worked together to appoint Dr. Cato Laurencin to the Board. Dr. Laurencin has served on the Nominating and Corporate Governance Committee since early 2022. After receiving a second nomination notice from Sarissa in January 2022, the company repeatedly offered to work with Sarissa to identify another mutually agreeable director candidate. In February 2023, the company received a third notice of intention to nominate three director candidates.

Over the last three months, prior to and following the receipt of Sarissa’s third nomination notice, numerous independent members of the Board, including the Board’s Lead Independent Director and all members of the Nominating and Corporate Governance Committee, have engaged with Sarissa in an attempt to reach an amicable and constructive resolution and avoid a contested election.

To support its evaluation, the Nominating and Corporate Governance Committee conducted individual interviews with each of Sarissa’s three director nominees – Dr. Alexander Denner, Founder and Chief Investment Officer of Sarissa, Patrice Bonfiglio, a Sarissa employee, and Dr. Sarah Schlesinger, who serves on a number of boards alongside Sarissa principals. The Nominating and Corporate Governance Committee carefully considered their candidacy in light of the Board’s current composition and alignment with the company’s business strategy and what the Board believes to be in the best interests of shareholders. Based on these interviews, the Nominating and Corporate Governance Committee’s evaluation and recommendation, and the assessment of the full Board, the Board did not endorse them for election at the Annual Meeting. Independent directors have reiterated the Board’s continued openness to finding a resolution that would avoid a contested election and remain in communication with Sarissa and open to Sarissa’s feedback.

Lead Independent Director Nancy Wysenksi said, “We believe that the current Board has the skills, diversity, and relevant industry experience to oversee the execution of Alkermes’ strategy, which we believe will continue to deliver value for all our shareholders. We have established a track record of strong governance practices and board refreshment, with the appointment of seven new independent and highly qualified directors since 2019, four of them appointed in collaboration with shareholders. We are pleased to see the implementation of several shareholder-supported initiatives and execution of the company’s strategy translate into value creation for shareholders, with the company’s share price outperforming relevant peers and indices over several recent time periods. We remain focused on strong oversight and taking bold strategic steps to create value and build on the company’s momentum.”

About Alkermes plc

Alkermes plc is a fully-integrated, global biopharmaceutical company developing innovative medicines in the fields of neuroscience and oncology. The company has a portfolio of proprietary commercial products focused on alcohol dependence, opioid dependence, schizophrenia and bipolar I disorder, and a pipeline of product candidates in development for neurological disorders and cancer. Headquartered in Dublin, Ireland, Alkermes has a research and development 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.

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 company’s ability to execute on its strategy and create and deliver shareholder value and the company’s engagement with Sarissa. The company 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, including 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, 2022 and in subsequent filings made by the company with 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 in this press release.

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