Section 1: 8-K (FORM 8-K)

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): August 6, 2018

MIRAGEN THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-36483	47-1187261
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6200 Lookout Rd. Boulder, CO	80301
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (720) 643-5200

(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 obligations 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))

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 Material Definitive Agreement.

On August 6, 2018 Miragen Therapeutics, Inc., a Delaware corporation ("the Company"), entered into a definitive common stock purchase agreement (the "Purchase Agreement") for the sale of up to $5.0 million of shares of its common stock (the "Shares") to The Leukemia & Lymphoma Society, Inc. (the "Purchaser") in a private placement (the "Offering"). Under the terms of the Purchase Agreement, the Company expects to raise up to approximately $5.0 million in gross proceeds by selling Shares in up to five separate closings to the Purchaser. The initial closing of the Offering was held on August 6, 2018. At the initial closing, the Company issued 150,987 Shares at a price per share equal to $6.62. The price per Share of common stock to be sold in any subsequent closings will be equal to the average of the volume weighted-average prices of a Share on the Nasdaq Capital Market for the three trading days beginning with the first trading day after the date of achievement of the relevant milestone for each such closing. Each closing is subject to the Company's achievement of specified milestones under the Purchase Agreement and other customary closing conditions, provided, that each such closing must be completed prior to December 31, 2021.

The foregoing is only a brief description of the material terms of the Purchase Agreement and does not purport to be a complete description of the rights and obligations of the parties thereunder. The foregoing is qualified in its entirety by reference to the full text of the Purchase Agreement. The Company anticipates filing a copy of the Purchase Agreement with its periodic report on Form 10-Q for the quarter ended September 30, 2018.

Item 3.02 Unregistered Sales of Equity Securities.

The Shares were offered and will be sold to the Purchaser under the Purchase Agreement in transactions exempt from registration under the Securities Act of 1933, as amended (the "Securities Act"), or state securities laws, in reliance on Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D of the Securities Act and in reliance on similar exemptions under applicable state laws. The Purchaser represented that it is an accredited investor within the meaning of Rule 501(a) of Regulation D, and is acquiring the Shares for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. The Shares were offered without any general solicitation by the Company or its representatives.

The aggregate purchase price of the 150,987 Shares issued at the initial closing of the Offering was $1.0 million and proceeds, after expenses, are expected to be approximately $0.9 million.

The Company intends to use the net proceeds of the Offering for its SOLAR clinical trial.

The Shares have not been registered under the Securities Act or state securities laws and may not be offered or sold in the United States absent registration with the U.S. Securities and Exchange Commission (the "SEC") or an applicable exemption from such registration requirements. Neither this Current Report on Form 8-K nor any exhibit attached hereto is an offer to sell or the solicitation of an offer to buy Shares or any other securities of the Company.

Additional information regarding the Offering and the issuance of the Shares is included under Item 1.01 of this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01. Other Events.

The press release, dated August 6, 2018, announcing the Offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Forward-Looking Statements

Statements in this Current Report on Form 8-K that are not historical facts are "forward-looking statements" that are made pursuant to the safe harbor provisions of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements, which may be identified by use of words such as "plan," "may," "might," "believe," "expect," "intend," "could," "would," "should," and other words and terms of similar meaning, involve risks and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Such forward-looking statements include statements relating to the achievement of any milestones under the Purchase Agreement, any future closing under the Offering, future obligations of the parties, as well as the proposed use of proceeds from the Offering. These statements are only predictions based on current information and expectations and involve a number of risks and uncertainties. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Actual events or results may differ materially from those stated in any such statements due to various factors,

some of which are discussed in the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, as well as other subsequent filings by the Company with the SEC. You can locate these filings on the Investors page of the Company's website, *www.miragen.com*. Statements included or incorporated by reference into this Current Report on Form 8-K are based upon information known to the Company as of the date of this Current Report on Form 8-K, and the Company assumes no obligation to publicly revise or update any forward-looking statement for any reason. In light of Regulation FD, it is the Company's policy not to comment on earnings, financial guidance or operations other than through press releases, publicly announced conference calls, or other means that will constitute public disclosure for purposes of Regulation FD. The Company uses its website at *www.miragen.*com as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD. The information contained on the Company's website is not incorporated by reference into this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release dated August 6, 2018.

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.

Miragen Therapeutics, Inc.

Dated: August 6, 2018

By: /s/ Jason A. Leverone
Jason A. Leverone
Chief Financial Officer

(Back To Top)

Section 2: EX-99.1 (EX-99.1)

Exhibit 99.1

**MIRAGEN THERAPEUTICS AND THE LEUKEMIA & LYMPHOMA SOCIETY®
ENTER INTO AN AGREEMENT TO FACILITATE THE DEVELOPMENT OF COBOMARSEN IN
CUTANEOUS T-CELL LYMPHOMA**

BOULDER, Colo. and Rye Brook, NY, August 6, 2018 – miRagen Therapeutics, Inc. (NASDAQ: MGEN), a clinical-stage biopharmaceutical company focused on the discovery and development of RNA-targeted therapies, and The Leukemia & Lymphoma Society® (LLS) today announced that they entered into an agreement providing for collaboration and funding intended to support the development of miRagen's cobomarsen (also known as MRG-106), a microRNA-155 inhibitor, for the treatment of patients with the mycosis fungoides (MF) form of cutaneous T-cell lymphoma (CTCL). There are approximately 16,000-20,000 people in the U.S. with mycosis fungoides.

LLS will provide up to $5 million through the purchase of miRagen common stock to help support the SOLAR trial. This includes a $1 million investment upon signing of the agreement and potential additional stock purchases upon the achievement of certain milestones during the SOLAR trial. Funding from LLS is being provided under its Therapy Acceleration Program (TAP), a strategic initiative through which LLS partners directly with biotechnology companies and academic institutions to help accelerate the development of promising therapies. Additionally, LLS will continue to provide comprehensive patient support and education to MF patients to help them better understand their treatment options. Through LLS's Clinical Trial Support Center (CTSC), specially trained nurses will help MF patients find and enroll in clinical trials based on highly detailed, individualized assessments.

"The Leukemia & Lymphoma Society is dedicated to supporting the advancement of novel blood cancer therapies and we view cobomarsen as having great potential for patients suffering from T-cell lymphoma who otherwise have limited treatment options," said Lee Greenberger, Ph.D., LLS's Chief Scientific Officer. "We are excited to collaborate with a leader in discovery and development of microRNA modulating therapies, and view this as a cutting-edge approach that can benefit patients."

"We are delighted that LLS has agreed to collaborate with us after conducting extensive diligence around the cobomarsen program and its potential to bring a meaningful new therapy for patients suffering from CTCL. The positive work that LLS does in blood cancer research, and its strong support for the patient community, has been an important force behind the

advancement of several blood cancer therapies," said miRagen President and CEO William S. Marshall, Ph.D. "We remain on track to initiate the SOLAR trial for CTCL in the second half of 2018, which is designed to evaluate the safety and efficacy of cobomarsen versus an active control. Based on our discussions with the United States Food and Drug Administration, we believe that the SOLAR trial could provide data that may lead to accelerated approval."

About cobomarsen

Cobomarsen is an inhibitor of microRNA-155. In CTCL, as well as other blood cancers, microRNA-155 is present at abnormally high levels and may play a role in the proliferation of blood and lymph cells. In the Phase 1 clinical trial in CTCL, 29 of 32 subjects (91%) treated systemically with cobomarsen have shown improvement in disease measured by mSWAT score. miRagen believes therapeutic inhibition of microRNA-155 may reduce aberrant cell proliferation and tumor growth characteristics of several types of cancer.

About The Leukemia & Lymphoma Society

The Leukemia & Lymphoma Society® (LLS) is the world's largest voluntary health agency dedicated to fighting blood cancer. The LLS mission: Cure leukemia, lymphoma, multiple myeloma, and improve the quality of life of patients and their families. LLS funds lifesaving blood cancer research around the world, provides free information and support services, and is the voice for all blood cancer patients seeking access to quality, affordable, coordinated care.

Founded in 1949 and headquartered in Rye Brook, NY, LLS has chapters throughout the United States and Canada. To learn more, visit www.LLS.org. Patients should contact the Information Resource Center at (800) 955-4572, Monday through Friday, 9 a.m. to 9 p.m. ET.

For additional information visit lls.org/lls-newsnetwork. Follow us on Facebook, Twitter, and Instagram.

About miRagen Therapeutics, Inc.

miRagen Therapeutics, Inc. is a clinical-stage biopharmaceutical company discovering and developing proprietary RNA-targeted therapies with a specific focus on microRNAs and their role in diseases where there is a high unmet medical need. miRagen has three clinical stage product candidates, cobomarsen (MRG-106), remlarsen (MRG-201), and MRG-110. miRagen's clinical product candidate for the treatment of certain cancers, cobomarsen, is an inhibitor of microRNA-155, which is found at abnormally high levels in malignant cells of several blood cancers, as well as certain cells involved in inflammation. miRagen's clinical product candidate for the treatment of pathological fibrosis, remlarsen, is a replacement for microRNA-29, which is found at abnormally low levels in a number of pathological fibrotic conditions, including cutaneous, cardiac, renal, hepatic, pulmonary and ocular fibrosis, as well as systemic sclerosis. MRG-110, an inhibitor of microRNA-92, is being developed under a license and collaboration agreement with Servier for the treatment of heart failure and other ischemic disease. In addition to these programs, miRagen is developing a pipeline of preclinical product candidates.

The goal of miRagen's translational medicine strategy is to progress rapidly to first-in-human studies once it has established the pharmacokinetics, pharmacodynamic, safety and manufacturability of the product candidate in preclinical studies. For more information, please visit www.miragen.com.

For information on clinical trials please visit www.clinicaltrials.gov.

Note Regarding Forward-Looking Statements

This press release may contain forward-looking statements that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. All statements contained in this press release other than statements of historical fact, including statements regarding miRagen's strategy, future operations, future financial position, future revenue, projected expenses, prospects, plans and objectives of management or the expected features of or potential indications for miRagen's product candidates are forward-looking statements. The words "believe," "may," "will," "estimate," "continue," "anticipate," "intend," "plan," "expect," "predict," "potential," "opportunity," "goals," or "should," and similar expressions are intended to identify forward-looking statements. Such statements are based on management's current expectations and involve risks and uncertainties. Actual results and performance could differ materially from those projected in the forward-looking statements as a result of many factors, including, without limitation: that miRagen has incurred losses since its inception, and anticipates that it will continue to incur significant losses for the foreseeable future; future financing activities may cause miRagen to restrict its operations or require it to relinquish rights; miRagen may fail to demonstrate safety and efficacy of its product candidates; miRagen's product candidates are unproven and may never lead to marketable products; miRagen's product candidates are based on a relatively novel technology, which makes it difficult to predict the time and cost of development and of subsequently obtaining regulatory approval, if at all; miRagen's product candidates may cause undesirable side effects or have other properties that could delay or prevent the regulatory approval; and the results of miRagen's clinical trials to date are not sufficient to show safety and efficacy of miRagen's product candidates and may not be indicative of future clinical trial results.

miRagen has based these forward-looking statements largely on its current expectations and projections about future events and trends. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those described under the heading "Risk Factors" in miRagen's Annual Report on Form 10-K and subsequent periodic reports filed with the Securities and Exchange Commission. Moreover, miRagen operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for its management to predict all risks, nor can it assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements it may make. In light of these risks, uncertainties and assumptions, the future events and trends discussed in this press release may not occur and actual results could differ materially and adversely from

those anticipated or implied in the forward-looking statements. miRagen undertakes no obligation to revise or publicly release the results of any revision to such forward-looking statements, except as required by law. Given these risks and uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements. All forward-looking statements are qualified in their entirety by this cautionary statement.

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(Back To Top)