
**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 10, 2018**

IDERA PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-31918
(Commission
File Number)

04-3072298
(IRS Employer
Identification No.)

167 Sidney Street
Cambridge, Massachusetts
(Address of principal executive offices)

02139
(Zip Code)

(617) 679-5500
(Registrant's telephone number, including area code)

N/A
(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))

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 1.02 Termination of a Material Definitive Agreement.

On July 10, 2018, the Agreement and Plan of Merger, dated January 21, 2018 (the “Merger Agreement”), by and among BioCryst Pharmaceuticals, Inc. (“BioCryst”), Idera Pharmaceuticals, Inc. (“Idera”), Nautilus Holdco, Inc. (“Holdco”), a wholly owned subsidiary of BioCryst, Island Merger Sub, Inc., a wholly owned subsidiary of Holdco, and Boat Merger Sub, Inc., a wholly owned subsidiary of Holdco, was terminated pursuant to Section 7.1(b)(iii) of the Merger Agreement.

The Merger Agreement was terminated following the July 10, 2018 special meeting of BioCryst stockholders at which BioCryst’s stockholders voted against the adoption of the Merger Agreement. Separately, holders of a majority of Idera’s outstanding common stock voted in favor of the adoption of the Merger Agreement at a special meeting of Idera stockholders held on July 10, 2018.

In accordance with Section 7.3(c) of the Merger Agreement, BioCryst will pay Idera a fixed expense reimbursement amount of \$6 million in connection with the termination of the Merger Agreement.

Upon the termination of the Merger Agreement, the Voting and Support Agreement, dated January 21, 2018, by and among Idera, 667, L.P. and Baker Brothers Life Sciences, L.P., terminated pursuant to its terms.

Item 5.07 Submission of Matters to a Vote of Security Holders.

A special meeting of the stockholders of Idera (the “Special Meeting”) was held on July 10, 2018, for the following purposes:

- To approve the adoption of the Merger Agreement; and
- To approve, on an advisory basis, the compensation that may become payable to Idera’s named executive officers that is based on or otherwise relates to the mergers.

At the Special Meeting, a total of 152,330,687 shares were represented in person or by proxy, which represented a quorum for purposes of the Special Meeting, and the adoption of the Merger Agreement was approved. The stockholders of the Company also approved, on an advisory basis, the compensation that may become payable to Idera’s named executive officers that is based on or otherwise relates to the mergers. The final voting results on each of the matters submitted to a vote of Idera stockholders at the Special Meeting are as follows:

	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
1. Adoption of Merger Agreement	149,747,107	1,993,978	589,602	0
	<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
2. Approval, on an advisory basis, of the compensation that may become payable to Idera’s named executive officers that is based on or otherwise relates to the mergers	144,885,892	5,694,742	1,750,053	0

Item 8.01 Other Events.

On July 10, 2018, Idera issued a press release announcing the termination of the Merger Agreement, which is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1

[Press Release](#)

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.

Dated: July 10, 2018

IDERA PHARMACEUTICALS, INC.

By: /s/ Louis J. Arcudi, III
Louis J. Arcudi, III
Its: Senior Vice President of Operations,
Chief Financial Officer and Treasurer



Idera Pharmaceuticals Announces Termination of Merger Agreement with BioCryst Pharmaceuticals

EXTON, PA — July 10, 2018 — Idera Pharmaceuticals, Inc. (NASDAQ: IDRA) announced today that the Agreement and Plan of Merger and Reorganization (the “Merger Agreement”) entered into by and among Idera and BioCryst on January 22, 2018, has been terminated. The Merger Agreement was terminated following the July 10, 2018 special meeting of BioCryst stockholders at which BioCryst’s stockholders voted against the proposed mergers. Separately, a majority of Idera’s stockholders voted in favor of the adoption of the Merger Agreement at a special meeting of Idera stockholders, also held on July 10, 2018.

As part of the merger agreement, BioCryst will reimburse Idera \$6 million in connection with the termination.

“The Board and shareholders of Idera overwhelmingly supported the proposed merger with BioCryst based on the strategic rationale, operating synergies and opportunity to create a stronger and more diversified rare-disease, focused organization,” stated Vincent Milano, Idera’s Chief Executive Officer. “Our tilsotolimod would have been one of the two centerpiece product opportunities of the combined company. As we move forward independently, we will remain focused on the development of tilsotolimod in anti-PD-1 refractory melanoma, a significant unmet need, as well as begin to explore the role of tilsotolimod in improving outcomes in patients suffering from additional solid tumor cancers. While we remain focused on the development of tilsotolimod, if an opportunity arises to further enhance shareholder value and build our company through business development, we will explore it.”

About Idera Pharmaceuticals

Harnessing the approach of the earliest researchers in immunotherapy and Idera’s experience in developing proprietary immunology platforms, Idera’s lead development program is focused on priming the immune system to play a more powerful role in fighting cancer, ultimately increasing the number of people who can benefit from immunotherapy. Idera continues to invest in research and development, and is committed to working with investigators and partners who share the common goal of addressing the unmet needs of patients suffering from rare, life-threatening diseases. To learn more about Idera, visit www.iderapharma.com.

Forward Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements, other than statements of historical fact, included or incorporated in this press release, including statements regarding the Company’s strategy, future operations, collaborations,

intellectual property, cash resources, financial position, future revenues, projected costs, prospects, clinical trials, plans, and objectives of management, are forward-looking statements. The words “believes,” “anticipates,” “estimates,” “plans,” “expects,” “intends,” “may,” “could,” “should,” “potential,” “likely,” “projects,” “continue,” “will,” and “would” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Idera cannot guarantee that it will actually achieve the plans, intentions or expectations disclosed in its forward-looking statements and you should not place undue reliance on the Company’s forward-looking statements. There are a number of important factors that could cause Idera’s actual results to differ materially from those indicated or implied by its forward-looking statements. Factors that may cause such a difference include: whether the Company’s cash resources will be sufficient to fund the Company’s continuing operations and the further development of the Company’s programs for the period anticipated; whether interim results from a clinical trial, such as the preliminary results reported in this release, will be predictive of the final results of the trial; whether results obtained in preclinical studies and clinical trials such as the results described in this release will be indicative of the results that will be generated in future clinical trials, including in clinical trials in different disease indications; whether products based on Idera’s technology will advance into or through the clinical trial process when anticipated or at all or warrant submission for regulatory approval; whether such products will receive approval from the U.S. Food and Drug Administration or equivalent foreign regulatory agencies; whether, if the Company’s products receive approval, they will be successfully distributed and marketed; whether the Company’s collaborations will be successful; and such other important factors as are set forth under the caption “Risk factors” in the Company’s Annual Report filed on Form 10-K for the period ended December 31, 2017 and the Company’s Quarterly Report filed on Form 10-Q for the period ended March 31, 2018. Although Idera may elect to do so at some point in the future, the Company does not assume any obligation to update any forward-looking statements and it disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

Investor and Media Contact

Robert Doody
Vice President, Investor Relations and Corporate Communications
Office: 617-679-5515
Mobile: 484-639-7235
rdoody@iderapharma.com

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