UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **January 12, 2023**

Aceragen, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-31918**	**04-3072298**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

505 Eagleview Blvd., Suite 212 Exton, Pennsylvania	**19341**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(484) 348-1600**

Idera Pharmaceuticals, Inc.

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $0.001 per share	IDRA	Nasdaq Capital Market

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):

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously disclosed, Idera Pharmaceuticals, Inc. (the "Company") held a special meeting of stockholders on January 12, 2023 (the "Special Meeting"), at which the Company's stockholders approved, among other matters, a proposal to amend the Company's Restated Certificate of Incorporation to effect a reverse stock split of the Company's common stock (the "Reverse Stock Split") at a ratio to be determined by the Company's Board of Directors (the "Board") within a range of one-for-seventeen (1:17) and one-for-twenty-three (1:23) (or any number in between), with the exact ratio to be determined by the Board in its sole discretion.

On January 12, 2023, the Board approved a one-for-seventeen (1:17) reverse split of the Company's issued and outstanding shares of common stock (the "Reverse Stock Split"). On January 17, 2023, the Company filed with the Secretary of State of the State of Delaware a certificate of amendment to its Restated Certificate of Incorporation (the "Certificate of Amendment") to effect the Reverse Stock Split and the Company Name Change (as defined below). The Reverse Stock Split became effective as of 4:59 p.m. Eastern Time on January 17, 2023, and the Company's common stock is expected to begin trading on a split-adjusted basis when the Nasdaq Stock Market opens on January 18, 2023.

As a result of the effectiveness of the Reverse Stock Split, every 17 shares of the Company's issued and outstanding common stock were automatically combined, converted and changed into one share of the Company's common stock, without any change in the number of authorized shares or the par value per share. In addition, a proportionate adjustment was made to the per share exercise price and the number of shares issuable upon the exercise of all outstanding stock options, restricted stock units and warrants to purchase shares of common stock and the number of shares reserved for issuance pursuant to the Company's equity incentive compensation plans. No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who would otherwise be entitled to receive a fractional share will instead receive a cash payment based on the closing sales price of the Company's common stock on January 17, 2023.

The Reverse Stock Split reduced the number of shares of common stock issued and outstanding from approximately 63.1 million to approximately 3.7 million. Following the Reverse Stock Split, the authorized number of shares of common stock remained at 140 million.

Holders of the Company's common stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the Reverse Stock Split. Stockholders of record will be receiving information from the Company's transfer agent regarding their common stock ownership post-Reverse Stock Split. The Company's common stock will continue to trade on the Nasdaq Stock Market LLC, but the security has been assigned a new CUSIP number (00445F109). In connection with the Company Name Change, the Company's trading symbol will be changed to ACGN, effective January 18, 2023.

Also on January 17, 2023 and in connection with the previously-announced merger between the Company and Aceragen, Inc., the Board approved a change in name from "Idera Pharmaceuticals, Inc." to "Aceragen, Inc." (the "Company Name Change"), as reflected in the Certificate of Amendment. The Company Name Change became effective as of 4:59 p.m. Eastern Time on January 17, 2023.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On January 17, 2023, the Company issued a press release announcing the Reverse Stock Split, the Company Name Change, and an updated strategic outlook. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

The information in this Item 7.01 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1, 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 liability of such 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, regardless of the general incorporation language of such filing, except as shall be expressly set forth by specific reference in such filing.

Item 8.01 Other Events

On January 17, 2023, the conversion of the Company's Series Z Non-Voting Convertible Preferred Stock, par value $0.01 per share ("Series Z Preferred Stock") occurred at 5:00 p.m. Eastern Time pursuant to the terms of the Series Z Preferred Stock following stockholder approval at the Special Meeting. Giving effect to the Reverse Stock Split, following the conversion of the Series Z Preferred Stock there are 8,461,063 shares of common stock issued and outstanding.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*.

See the Exhibit Index below, which is incorporated by reference herein.

Exhibit Number	Description
3.1	Certificate of Amendment to Restated Certificate of Incorporation
99.1	Press Release, dated January 17, 2023.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

IDERA PHARMACEUTICALS, INC.

By: /s/ Bryant D. Lim
Bryant D. Lim
Chief Business Officer and General Counsel

Dated: January 17, 2023

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "IDERA PHARMACEUTICALS, INC.", CHANGING ITS NAME FROM "IDERA PHARMACEUTICALS, INC." TO "ACERAGEN, INC.", FILED IN THIS OFFICE ON THE SEVENTEENTH DAY OF JANUARY, A.D. 2023, AT 11:06 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SEVENTEENTH DAY OF JANUARY, A.D. 2023 AT 4:59 O'CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

2197526 8100
SR# 20230152942

Authentication: 202505945
Date: 01-17-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:06 AM 01/17/2023
FILED 11:06 AM 01/17/2023
SR 20230152942 - File Number 2197526

CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
IDERA PHARMACEUTICALS, INC.

Idera Pharmaceuticals, Inc. (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify as follows:

1. By action of the Board of Directors of the Corporation (the "Board") at a meeting held on September 21, 2022, the Board duly adopted a resolution, pursuant to Section 242(a)(3) of the DGCL, setting forth a proposed amendment to Article Fourth of the Restated Certificate of Incorporation of the Corporation, as amended to date (the "Certificate of Incorporation") and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Section 242 of the DGCL at a meeting of stockholders held on January 12, 2023. By separate action of the Board via unanimous written consent on January 12, 2023 pursuant to Section 141(f) of the DGCL, the Board duly adopted a resolution, pursuant to Section 242(a)(1) of the DGCL, setting forth a proposed amendment to Article First of the Certificate of Incorporation and declaring said amendment to be advisable. The resolutions setting forth the amendments are as follows:

RESOLVED: That Article FIRST of the Certificate of Incorporation be and hereby is amended and restated in its entirety so that the same shall read as follows:

"FIRST: The name of the Corporation is

Aceragen, Inc.

"

RESOLVED: That the first paragraph of Article FOURTH of the Certificate of Incorporation be and hereby is amended and restated in its entirety so that the same shall read as follows:

"FOURTH. That, effective at 4:59 p.m. Eastern Time on January 17, 2023, the filing date of this Certificate of Amendment of Restated Certificate of Incorporation, as amended (the "Effective Time"), a one-for-seventeen (17) reverse stock split of the Corporation's Common Stock (as defined below) shall become effective, pursuant to which each seventeen (17) shares of Common Stock outstanding and held of record by each stockholder of the Corporation (including treasury shares) immediately prior to the Effective Time shall be reclassified and combined into one share of Common Stock automatically and without any action by the holder thereof upon the Effective Time and shall represent one share of Common Stock from and after the Effective Time. No fractional shares of Common Stock shall be issued as a result of such reclassification and combination. In lieu of any fractional shares to which the stockholder would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the average of the high and low trading prices of the Common Stock on the Nasdaq Capital Market during regular trading hours for the five trading days immediately preceding the Effective Time.

The total number of shares of all classes of stock which the Corporation shall have authority to issue is One Hundred Forty-Five Million (145,000,000) shares, consisting of (i) One Hundred Forty Million (140,000,000) shares of Common Stock, $0.001 par value per share ("Common Stock"), and (ii) Five Million (5,000,000) shares of Preferred Stock, $0.01 par value per share ("Preferred Stock"), which may be issued from time to time in one or more series as set forth in Part B of this Article FOURTH."

2. The effective date and time of this Certificate of Amendment shall be 4:59 p.m. Eastern Time on January 17, 2023.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 17th day of January, 2023.

IDERA PHARMACEUTICALS, INC.

By: /s/ John Taylor
Chief Executive Officer

Exhibit 99.1

Idera Pharmaceuticals Announces Name Change to Aceragen, Inc. and Provides Near-Term Strategic Outlook

Company completes preferred stock conversion, implements reverse stock split, and regains Nasdaq compliance

Company positioned for success with late-stage rare disease portfolio and multiple clinical milestones in 2023

DURHAM, NC and EXTON, Pa, January 17, 2023 — Idera Pharmaceuticals, Inc. ("Idera") (Nasdaq: IDRA), a clinical-stage biopharmaceutical company committed to transforming the care of people living with rare pulmonary and rheumatic diseases, today announced the Company has changed its name and symbol to Aceragen, Inc. ("Aceragen," the "Company," "we," "us," or "our") and "ACGN". Additionally, the Company's stockholders approved the conversion into common stock of the Series Z preferred shares resulting from the previously announced merger with Aceragen and authorized a reverse split of common stock. The Company's Board of Directors has approved the reverse stock split at a ratio of 1-for-17 shares. As a result of these changes, which will be effective upon the market open on Wednesday, January 18, 2023, the Company will be in compliance with all applicable Nasdaq listing standards. Nasdaq has issued an approval letter confirming Aceragen's listing.

"We are excited to have completed the transformation of Aceragen via our merger with Idera and the subsequent adjustments to our stock and Nasdaq listing. We believe this transition strengthens our portfolio of late-stage clinical assets in cystic fibrosis and Farber disease and aligns with our goal of delivering important therapies for people living with rare diseases," stated John Taylor, Aceragen's Chief Executive Officer. "During the course of this year, we anticipate the achievement of significant clinical milestones that include two Phase 2 data read-outs for ACG-701, as well as lifting of the clinical hold and advancing toward the initiation of our Phase 2/3 trial in Farber disease for ACG-801."

"With the positive result of the stockholder vote behind us, I share in John's excitement and optimism for Aceragen and look forward to the progress that this team will make for patients in need," added Vincent J. Milano, Chair of Aceragen's Board of Directors.

Clinical Development Overview

Aceragen has a portfolio of late-stage clinical assets in cystic fibrosis and Farber disease with clinical milestones anticipated in 2023.

ACG-701 for Acute Pulmonary Exacerbations in Cystic Fibrosis

ACG-701 is a proprietary oral, loading dose formulation of sodium fusidate being developed as a treatment for acute pulmonary exacerbations ("PEx") associated with cystic fibrosis ("CF"), a major factor driving lung function decline in people living with CF. Sodium fusidate has an established clinical efficacy and safety profile from more than 50 years of use in other countries, including as part of CF PEx treatment guidelines in the United Kingdom and Australia. Despite this, the compound has never been approved by the FDA and represents a new and potentially powerful approach in the United States to address the infection, inflammation, and enhanced mucin expression that are hallmark features of CF PEx.

A Phase 2 trial of ACG-701 in CF PEx (the REPRIEVE study), a randomized double-blinded, placebo-controlled study, was initiated in December 2022 at clinical sites in the United States in collaboration with the CF Foundation's Therapeutic Development Network (TDN). The CF Foundation has also provided funding of $3.5 million in support of the study. If approved, ACG-701 would represent the first product in the United States indicated for the treatment of newly diagnosed CF PEx patients. Data from the REPRIEVE study is expected in 2H 2023. The FDA has granted Orphan Drug Designation, Fast Track and Qualified Infectious Disease Product (QIDP) status to ACG-701 for CF PEx.

ACG-701 for Melioidosis

Aceragen has also executed an ~$50 million development partnership with the Department of Defense's Defense Threat Reduction Agency ("DTRA") to investigate ACG-701 as a potential medical countermeasure for melioidosis, a life-threatening infection caused by the *B. pseudomallei* pathogen. This program is centered around a Phase 2 trial, the TERRA study (NCT05105035), which is a randomized double-blind, placebo-controlled trial conducted in hospitalized melioidosis patients. TERRA was initiated in May 2022 and continues to actively enroll patients with an independent DMC review planned during Q1 2023 and a data read-out expected in 2H 2023.

ACG-801 for Farber Disease

ACG-801, recombinant human acid ceramidase, is an investigational biologic in development to be the first-ever enzyme replacement therapy for the treatment of Farber disease, a progressive, severe, and life-threatening lysosomal storage disorder that is caused by the monogenic deficiency of acid ceramidase. The biochemical hallmark of Farber disease is the loss of acid ceramidase enzyme activity leading to abnormal accumulation of ceramide, profound macrophage-driven inflammation and multi-organ disease affecting bone and joints, cartilage, the immune system, central nervous system, and the lungs. Complications of the disease are life threatening, with many patients dying in the first years of life. There are no ceramide-targeted medications currently available that can alter the disease natural history.

The Company expects to initiate the ADVANCE clinical study for ACG-801 in Farber disease, a randomized, double-blind, placebo-controlled, first-in-human study, in the first quarter of 2024 with data expected in the first quarter of 2025. Due to the ultra-rare nature of Farber disease, if successful, this study has the potential to support registration of the product. The FDA has granted Orphan Drug, Fast Track, and Rare Pediatric Disease designations for ACG-801. Rare pediatric disease designation permits priority review voucher eligibility, upon FDA marketing authorization.

Clinical Milestone Summary

- ACG-701 - REPRIEVE study in CF PEx, data expected 2H 2023
- ACG-701 – TERRA study in melioidosis, data expected 2H 2023
- ACG-801 – ADVANCE study in Farber disease, initiation expected in Q1 2024

Projected cash available is expected to provide the Company with capital runway into Q3'2023.

About Aceragen, Inc.

Aceragen is a clinical-stage biopharmaceutical company committed to transforming the care of people living with rare pulmonary and rheumatic diseases. Our portfolio includes late-stage programs based on well-established biological principles that we are developing to be innovative therapeutics capable of addressing the unmet medical needs of individuals living with rare diseases. To learn more about us and our programs, please visit Aceragen.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, without limitation, statements regarding the Company's new development opportunities, clinical trials and studies, product designation and/or status, financial position, funding for continued operations, cash reserves, projected costs, prospects, clinical trials, plans, expectations, strategies, projections and objectives of management, are forward-looking statements. The words "believes," "anticipates," "estimates," "plans," "expects," "intends," "may," "could," "should," "potential," "likely," "projects," "continue," "will," “schedule,” and "would" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements are predictions based on our current expectations and projections about future events and various assumptions. We cannot guarantee that we will achieve the plans, intentions, or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. These forward-looking statements involve known and unknown risks, uncertainties, and other factors, which may be beyond our control, and which may cause our actual results, performance, or achievements to differ materially from future results, performance, or achievements expressed or implied by such forward-looking statements. There are a number of important factors that could cause our actual results to differ materially from those indicated or implied by its forward-looking statements including, without limitation: whether we will be able to successfully integrate the acquired operations; whether our cash resources will be sufficient to fund continuing operations; and newly acquired operations,; whether our products 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 our products receive approval, they will be successfully distributed and marketed; and whether our collaborations will be successful. All forward-looking statements included in this press release are made as of the date hereof and are expressly qualified in their entirety by this cautionary notice, including, without limitation, those risks and uncertainties described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2021, and otherwise in the Company’s subsequent filings and reports filed with Securities and Exchange Commission. 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, except as may be required by law.

Please direct questions to:

John Kirby
Chief Financial Officer
Aceragen, Inc.
jkirby@aceragen.com

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