
**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 (Data of earliest event reported): **July 15, 2021**

X4 PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-38295
(Commission File Number)

27-3181608
(IRS Employer Identification No.)

61 North Beacon Street, 4th Floor
Boston, Massachusetts
(Address of principal executive offices)

02134
(Zip Code)

(857) 529-8300
(Registrant's telephone number, including area code)

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))

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	XFOR	The Nasdaq Stock Market LLC

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 8.01 Other Events

On July 15, 2021, X4 Pharmaceuticals, Inc. (the “Company”) entered into a Third Amendment to Option Agreement (the “Third Amendment”), with Abingworth Bioventures 8 LP (“Abingworth Bioventures 8”). The Third Amendment amends two dates in that certain Option Agreement, dated March 18, 2021 and previously amended on May 3, 2021 and June 7, 2021, between the Company and Abingworth Bioventures 8 (the “Option Agreement”), which Option Agreement provides Abingworth Bioventures 8 with a right to require the Company to repurchase \$2.0 million of shares of the Company’s common stock that Abingworth Bioventures 8 purchased from the Company in a previously announced private placement in March 2021 (the “Abingworth Shares”). Pursuant to the Option Agreement, as amended by the Third Amendment, if the Company and a syndicate, of which an entity affiliated with Abingworth Bioventures 8 is a part, do not execute a definitive co-development agreement by August 2, 2021, Abingworth Bioventures 8 may, at its option, require the Company to repurchase the Abingworth Shares at the original purchase price of \$8.70 per share. This option must be exercised, if at all, by September 2, 2021.

The foregoing description of the Third Amendment does not purport to be complete and is qualified in its entirety by reference to the Third Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

10.1 [Third Amendment to Option Agreement, dated July 15, 2021, by and between X4 Pharmaceuticals, Inc. and Abingworth Bioventures 8 LP](#)

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.

X4 PHARMACEUTICALS, INC.

Date: July 15, 2021

By: /s/ Derek Meisner
Derek Meisner
General Counsel

**THIRD AMENDMENT TO
OPTION AGREEMENT**

This Third Amendment to Option Agreement (this “**Amendment**”) is made and entered into as of July 15, 2021, by and between X4 Pharmaceuticals, Inc., a Delaware corporation (“**X4**”), and Abingworth Bioventures 8 LP (the “**Stockholder**”), and amends that certain Option Agreement, dated March 18, 2021, between X4 and the Stockholder, as amended by the First Amendment to Option Agreement, dated May 3, 2021, and the Second Amendment to Option Agreement, dated June 7, 2021 (the “**Option Agreement**”), with reference to the following facts:

- A. X4 and the Stockholder are both parties to that certain SPA among X4 and the Purchasers named therein, including the Stockholder.
- B. Pursuant to the SPA, the Stockholder purchased the Shares.
- C. The Stockholder and X4 desire to modify certain terms of the Option Agreement applicable to the Stockholder’s opportunity to be able to sell the Shares to X4, in accordance with the terms of this Amendment.

NOW, THEREFORE, FOR AND IN CONSIDERATION of the mutual promises, covenants and agreements set forth herein, the parties hereto agree as follows:

- 1. Defined Terms. Capitalized terms used, but not defined, in this Amendment shall have the meanings ascribed to them in the Option Agreement.
- 2. Amendments. The Option Agreement is hereby amended to delete the first sentence of Section 1 thereof and to insert the following in place thereof:

“If a contemplated co-development agreement between the Stockholder and X4 related to mavorixafor (the “**Co-Development Agreement**”) is not executed by August 2, 2021 for any reason, the Stockholder shall have the right and option (the “**Put Option**”) prior to September 2, 2021 (such period between August 2, 2021 and September 2, 2021, the “**Put Period**”) to sell all, but not less than all, of the Shares then owned by the Stockholder to X4 for a purchase price of \$8.70 per share (the “**Per Share Put Price**”).

- 3. Ratification. The Option Agreement, as amended hereby, is hereby ratified and confirmed in all respects and shall continue in full force and effect. The Option Agreement shall, together with this Amendment, be read and construed as a single document.
- 4. GOVERNING LAW. THIS AMENDMENT SHALL BE GOVERNED BY, AND CONSTRUED IN ACCORDANCE WITH, THE LAWS OF THE STATE OF DELAWARE. SERVICE OF PROCESS IN CONNECTION WITH ANY SUCH SUIT,

ACTION OR PROCEEDING MAY BE SERVED ON EACH PARTY HERETO ANYWHERE IN THE WORLD BY THE SAME METHODS AS ARE SPECIFIED FOR THE GIVING OF NOTICES UNDER THE AGREEMENT.

5. Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed to be an original but all of which together shall constitute one and the same instrument, and may be delivered by facsimile transmission or by electronic delivery of a portable document format (PDF) file (including any electronic signature covered by the U.S. federal ESIGN Act of 2000, Uniform Electronic Transactions Act, the Electronic Signatures and Records Act or other applicable law, e.g., www.docusign.com).

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the day and year first above written.

X4 Pharmaceuticals, Inc.

By: /s/ Adam Mostafa

Name: Adam S. Mostafa

Title: Chief Financial Officer

STOCKHOLDER:

Abingworth Bioventures 8 LP

Acting by its Manager Abingworth LLP

By: /s/ John Heard

Name: John Heard

Title: General Counsel