
**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): **June 7, 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 5.07 Submission of Matters to a Vote of Security Holders

On June 2, 2021, X4 Pharmaceuticals Inc. (the “Company”) held its annual meeting of stockholders (the “Annual Meeting”), at which a quorum was present. At the Annual Meeting, the stockholders of the Company voted on the following two proposals: (1) to elect three nominees for director, David McGirr, M.B.A., Paula S. Ragan, Ph.D. and Michael Wyzga, to the Board of Directors to hold office until the Company’s 2024 Annual Meeting of Stockholders and until their successors are duly elected and qualified (“Proposal 1”), and (2) to ratify the selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the independent registered public accounting firm of the Company for its fiscal year ending December 31, 2021 (“Proposal 2”). The final results of the voting on each proposal are set forth below.

Proposal 1 - Election of Directors

The Company’s stockholders elected the three persons listed below as directors, each to serve until the Company’s 2024 Annual Meeting of Stockholders and until their respective successors are duly elected and qualified. The votes cast were as follows:

Nominees	For	Withheld	Broker Non-Votes
David McGirr, M.B.A.	9,241,969	2,242,259	3,563,845
Paula S. Ragan, Ph.D.	9,364,163	2,120,065	3,563,845
Michael S. Wyzga	8,218,798	3,265,430	3,563,845

Proposal 2 – Ratification of the Selection by the Audit Committee of the Board of Directors of PricewaterhouseCoopers LLP as the Independent Registered Public Accounting Firm of the Company for its Fiscal Year Ending December 31, 2021

The Company’s stockholders approved Proposal 2. The votes cast were as follows:

For	Against	Abstain
15,014,450	18,131	15,492

Item 8.01 Other Events

On June 7, 2021, the Company entered into a Second Amendment to Option Agreement (the “ Second Amendment”),with Abingworth Bioventures 8 LP (“Abingworth Bioventures 8”). The Second Amendment amends two dates in that certain Option Agreement, dated March 18, 2021 and previously amended on May 3, 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 Second 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 July 15, 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 August 15, 2021.

The foregoing description of the Second Amendment does not purport to be complete and is qualified in its entirety by reference to the Second 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**

(d) Exhibits

Exhibit Number	Exhibit Description
10.1	<u>Second Amendment to Option Agreement, dated June 7, 2021, by and between X4 Pharmaceuticals, Inc. and Abingworth Bioventures 8 LP.</u>

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: June 7, 2021

By: /s/ Derek Meisner
Derek Meisner
General Counsel

SECOND AMENDMENT TO OPTION AGREEMENT

This Second Amendment to Option Agreement (this “**Amendment**”) is made and entered into as of June 7, 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 (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 July 15, 2021 for any reason, the Stockholder shall have the right and option (the “**Put Option**”) prior to August 15, 2021 (such period between July 15, 2021 and August 15, 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).

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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