
**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): September 28, 2022

HARMONY BIOSCIENCES HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-39450
(Commission
File Number)

82-2279923
(IRS Employer
Identification No.)

630 W. Germantown Pike, Suite 215
Plymouth Meeting, PA 19462
(Address of principal executive offices) (Zip Code)

(484) 539-9800
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.00001 par value per share	HRMY	The Nasdaq Global Market

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 September 28, 2022, Harmony Biosciences, LLC (“Harmony”), a subsidiary of Harmony Biosciences Holdings, Inc., closed the License and Commercialization Agreement (the “2022 LCA”) with Bioprojet Société Civile de Recherche (“Bioprojet”) that was entered into on July 31, 2022, upon clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 and completion of other customary closing conditions.

Under the provisions of the 2022 LCA, Harmony obtained exclusive rights to manufacture, use and commercialize one or more new products based on pitolisant, in the United States and Latin America, with the potential to add additional indications and formulations upon agreement of both parties. Harmony will pay an upfront, nonrefundable \$30 million licensing fee to Bioprojet in the fourth quarter of 2022, as well as additional payments of up to \$150 million due under the 2022 LCA upon the achievement of certain future development and sales-based milestones. In addition, there are certain other payments due upon achievement of development milestones for new indications and formulations agreed upon by both parties. The 2022 LCA also requires a fixed trademark royalty and a tiered royalty based on net sales upon commercialization, which will be payable to Bioprojet on a quarterly basis.

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.

HARMONY BIOSCIENCES HOLDINGS, INC.

Date: October 3, 2022

By: /s/ John C. Jacobs

John C. Jacobs

President and Chief Executive Officer
