

**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): November 20, 2022**

**F-STAR THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-37718**  
(Commission  
File Number)

**52-2386345**  
(IRS Employer  
Identification No.)

**Eddeva B920 Babraham Research Campus  
Cambridge, United Kingdom  
CB22 3AT**  
(Address of principal executive offices)

**+44-1223-497400**  
Registrant's telephone number, including area code

**Not applicable**  
(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:

(Title of each class)	(Trading Symbol)	(Name of each exchange on which registered)
<b>Common stock, \$0.0001 par value</b>	<b>FSTX</b>	<b>The Nasdaq Stock Market (Nasdaq Capital Market)</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 1.01 Entry into a Material Definitive Agreement.**

### ***Amendment No. 1 to Merger Agreement with invoX Pharma***

On November 20, 2022, F-star Therapeutics, Inc., a Delaware corporation (the “Company”), invoX Pharma Limited, a private limited company organized under the laws of England and Wales (“Parent”) and Fennec Acquisition Incorporated, a Delaware corporation and a wholly owned subsidiary of Parent (“Purchaser”) and together with the Company and Parent, the “Parties”), entered into Amendment No.1 (“Amendment No.1”) to the Agreement and Plan of Merger, dated as of June 22, 2022, by and among the Parties and Sino Biopharmaceutical Limited, a company organized under the laws of the Cayman Islands, as “Guarantor” (the “Merger Agreement”).

As described below, Amendment No. 1 extends the End Date of the Merger Agreement from November 19, 2022 to December 19, 2022. The parties are in discussions with the Committee on Foreign Investment in the United States (CFIUS) regarding the Transaction and have extended the End Date to provide for additional time to satisfy the Foreign Investment Condition with respect to CFIUS. Capitalized terms used herein without definition shall have the same meanings as assigned to them in the Merger Agreement or Amendment No. 1, as the case may be.

Pursuant to the terms of the Merger Agreement, Purchaser previously commenced a cash tender offer (the “Offer”) to acquire all of the issued and outstanding shares of Company common stock (the “Shares”) for \$7.12 per Share in cash, without interest (the “Offer Price”), subject to the conditions of the Offer set forth in the Merger Agreement, including the Foreign Investment Condition with respect to the parties’ joint voluntary filing with CFIUS in July 2022. Previously, the regulatory body in the United Kingdom, where the Company is based, cleared the voluntary notice filing regarding the transaction under UK’s foreign investment regulations.

As previously described, the Merger Agreement may be terminated by either party, subject to certain exceptions, if any of the Offer conditions, are not satisfied or waived by Purchaser on or before the End Date. On November 20, 2022, the Company, Purchaser and Parent entered into Amendment No. 1 to the Merger Agreement to extend the End Date from November 19, 2022 to December 19, 2022 to provide for additional time to satisfy the Foreign Investment Condition with respect to CFIUS.

Other than as expressly modified pursuant to Amendment No. 1, the Merger Agreement, which was previously filed as Exhibit 2.1 to the Current Report on Form 8-K filed with the Securities and Exchange Commission by the Company on June 23, 2022, remains in full force and effect as originally executed on June 22, 2022. The foregoing description of Amendment No. 1 does not purport to be complete and is subject to, and qualified in its entirety by, the full text of Amendment No. 1 attached hereto as Exhibit 2.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

## **Item 8.01 Other Events.**

### ***Extension of Tender Offer***

In connection with the foregoing, on November 21, 2022, Purchaser, Parent and Guarantor extended the Offer to 5:00 p.m., Eastern Time, on December 2, 2022, unless further extended. The Offer was previously set to expire at 5:00 p.m., Eastern Time, on November 18, 2022. The Expiration Date is being extended in order to facilitate ongoing CFIUS review of the Transaction.

## **Forward-Looking Statements**

This report contains forward-looking statements. Forward-looking statements are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates”, “plans”, “will be” and similar expressions. These forward-looking statements include, without limitation, statements related to the anticipated timing of CFIUS review of the contemplated transaction, anticipated consummation of the acquisition of the Company and the timing and benefits thereof, and other statements that are not historical facts. These forward-looking statements are based on Parent’s and the Company’s current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to the parties’ ability to complete the transaction on the proposed terms and schedule; whether the tender offer conditions will be satisfied; whether sufficient stockholders of the Company tender their shares in the transaction; the outcome of legal proceedings that may be instituted against the Company and/or others relating to the transaction; the failure (or delay) to receive the required regulatory approvals, including CFIUS, relating to the transaction; the possibility that competing offers will be made; and other risks related to the Company’s business detailed from time-to-time under the caption “Risk Factors” and elsewhere in the Company’s SEC filings and reports, including the Company’s Annual Report on Form 10-K for the year ended December 31, 2021 and the Company’s Quarterly Reports on Form 10-Q for the quarters ended June 30, 2022 and September 30, 2022. The Company undertakes no duty or obligation to update any forward-looking statements contained in this report as a result of new information, future events or changes in their expectations, except as required by law.

### Additional Information and Where to Find It

A tender offer statement on Schedule TO, including an offer to purchase, a letter of transmittal and related documents, was filed with the SEC by invoX and Purchaser, and a Solicitation / Recommendation Statement on Schedule 14D-9 was filed with the SEC by the Company. The offer to purchase shares of Company common stock is being made pursuant to the offer to purchase, the letter of transmittal and related documents filed as a part of the Schedule TO. INVESTORS AND SECURITY HOLDERS ARE URGED TO READ BOTH THE TENDER OFFER STATEMENT AND THE SOLICITATION / RECOMMENDATION STATEMENT REGARDING THE OFFER, AS THEY MAY BE AMENDED OR SUPPLEMENTED FROM TIME TO TIME BECAUSE THEY CONTAIN IMPORTANT INFORMATION THAT INVESTORS AND SECURITY HOLDERS SHOULD CONSIDER BEFORE MAKING ANY DECISION REGARDING TENDERING THEIR COMMON STOCK, INCLUDING THE TERMS AND CONDITIONS OF THE TENDER OFFER. Investors and security holders may obtain a free copy of these statements and other documents filed with the SEC at the website maintained by the SEC at [www.sec.gov](http://www.sec.gov) or by directing such requests to the Information Agent for the Offer, which is named in the tender offer statement. Investors may also obtain, at no charge, the documents filed or furnished to the SEC by the Company under the “Investors” section of the Company’s website at [www.f-star.com](http://www.f-star.com).

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	
No.	Description
2.1	<a href="#">Amendment No. 1 to Agreement and Plan of Merger, dated November 20, 2022.</a>
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.

**F-STAR THERAPEUTICS, INC.**

Date: November 21, 2022

/s/ Darlene Deptula-Hicks

Name: Darlene Deptula-Hicks

Title: Chief Financial Officer

**AMENDMENT NO.1 TO AGREEMENT AND PLAN OF MERGER**

This AMENDMENT NO.1 TO AGREEMENT AND PLAN OF MERGER (this “**Amendment**”) is entered into as of November 20, 2022, by and among invoX Pharma Limited, a private limited company under the laws of England and Wales (“**Parent**”), Fennec Acquisition Incorporated, a Delaware corporation and a wholly owned subsidiary of Parent (“**Purchaser**”), and F-star Therapeutics, Inc., a Delaware corporation (the “**Company**” and together with Parent and Purchaser, the “**Parties**”).

WHEREAS, the Parties entered into that certain Agreement and Plan of Merger, dated as of June 22, 2022 (the “**Merger Agreement**”), by and among the Parties and Sino Biopharmaceutical Limited, a company organized under the laws of the Cayman Islands (“**Guarantor**”);

WHEREAS, capitalized terms used but not defined herein shall have the meanings assigned to them in the Merger Agreement;

WHEREAS, pursuant to Section 9.1 of the Merger Agreement, prior to the Effective Time (as defined in the Merger Agreement) the Merger Agreement may be amended with the approval of each of Parent, Purchaser, and the board of directors of the Company at any time (the “**Requisite Parties**”); and

WHEREAS, the Requisite Parties desire to amend the Merger Agreement pursuant to Section 9.1 of the Merger Agreement as set forth herein.

NOW, THEREFORE, in consideration of the covenants and representations set forth herein and therein, and for other good and valuable consideration, the Requisite Parties hereby agree as follows:

1. **Amendment to Section 8.1(e) of Merger Agreement.** Section 8.1(e) of the Merger Agreement is hereby amended and restated in its entirety as follows:

“by either Parent or the Company if the Offer Acceptance Time shall not have occurred on or prior to 5 p.m. Eastern Time on December 19, 2022 (such date, the “**End Date**”);”

2. **No Other Amendments.** Each future reference to “this Agreement” and other similar references set forth in the Merger Agreement shall refer to the Merger Agreement as modified by this Amendment. Except as and to the extent expressly modified by this Amendment, the Merger Agreement is not otherwise being amended, modified or supplemented and shall remain in full force and effect in accordance with its terms.

3. **General Provisions.** Article 9 of the Merger Agreement shall apply to this Amendment *mutatis mutandis* and to the Merger Agreement as modified by this Amendment, taken together as a single agreement, reflecting the terms as modified hereby.

[Signature pages follow]

IN WITNESS WHEREOF, the Requisite Parties have caused this Amendment to be signed, all as of the date first written above.

**PARENT:**

INVOX PHARMA LIMITED

By: /s/ Benjamin Toogood

Name: Benjamin Toogood

Title: Chief Executive Officer

*[Signature Page to Amendment No. 1 to Agreement and Plan of Merger]*

IN WITNESS WHEREOF, the Requisite Parties have caused this Amendment to be signed, all as of the date first written above.

**PURCHASER:**

FENNEC ACQUISITION INCORPORATED

By: /s/ Benjamin Toogood

Name: Benjamin Toogood

Title: Chief Executive Officer

*[Signature Page to Amendment No. 1 to Agreement and Plan of Merger]*

IN WITNESS WHEREOF, the Requisite Parties have caused this Amendment to be signed, all as of the date first written above.

**COMPANY:**

F-STAR THERAPEUTICS, INC.

By: /s/ Eliot Forster

Name: Eliot Forster

Title: CEO

*[Signature Page to Amendment No. 1 to Agreement and Plan of Merger]*