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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) March 9, 2021**



**BRICKELL BIOTECH, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-21088**  
(Commission File  
Number)

**93-0948554**  
(IRS Employer  
Identification No.)

**5777 Central Avenue**  
**Suite 102**  
**Boulder, CO 80301**  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (720) 505-4755**

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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
<b>Common stock, par value \$0.01 per share</b>	<b>BBT</b>	<b>The Nasdaq Stock Market LLC</b>

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.

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**Item 1.01. Entry into a Material Definitive Agreement.**

On March 9, 2021, Brickell Biotech, Inc. (the “Company”), entered into an At Market Issuance Sales Agreement (the “Agreement”) with Oppenheimer & Co. Inc. and William Blair & Company, L.L.C. as the Company’s sales agents (the “Agents”). Pursuant to the terms of the Agreement, the Company may sell from time to time through the Agents shares of the Company’s common stock having an aggregate offering price of up to \$50,000,000 (the “Shares”). Any Shares will be issued pursuant to the Company’s shelf registration statement on Form S-3 (Registration No. 333-254037) filed with the Securities and Exchange Commission (the “SEC”) on March 9, 2021.

Sales of the Shares, if any, will be made by means of ordinary brokers’ transactions on the Nasdaq Capital Market at market prices or as otherwise agreed by the Company and the Agents. Under the terms of the Agreement, the Company may also sell the Shares from time to time to an Agent as principal for its own account at a price to be agreed upon at the time of sale. Any sale of the Shares to an Agent as principal would be pursuant to the terms of a separate placement notice between the Company and such Agent.

The foregoing description of the Agreement in this report does not purport to be complete and is qualified by reference to the full text of the Agreement, which is filed as Exhibit 1.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

[1.1](#) At Market Issuance Sales Agreement, dated March 9, 2021, by and among the Company, Oppenheimer & Co. Inc. and William Blair & Company, L.L.C. (incorporated by reference to Exhibit 1.2 to the Company’s Registration Statement on Form S-3 filed with the SEC on on March 9, 2021)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 9, 2021

**Brickell Biotech, Inc.**

By: /s/ Robert B. Brown  
Name: Robert B. Brown  
Title: Chief Executive Officer