
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) May 3, 2022



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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	BBI	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 May 3, 2022, Brickell Biotech, Inc. (“Brickell” or the “Company”) convened the Company’s 2022 annual meeting of stockholders (the “Annual Meeting”) and held a vote on the following proposal:

Proposal 6 – To approve one or more adjournments of the Annual Meeting to a later date or dates if necessary or appropriate to solicit additional proxies if there are insufficient votes to approve any of the proposals at the time of the Annual Meeting or in the absence of a quorum.

For	Against	Abstain	Broker Non-Votes
48,514,171	11,347,936	759,102	—

Upon the approval of the proposal, the Company adjourned the Annual Meeting. During the period of the adjournment, the Company will continue to solicit votes from its stockholders with respect to the proposals for the Annual Meeting.

Stockholders will be able to attend the adjourned Annual Meeting when it is reconvened at the offices of Brickell Biotech, Inc., 5777 Central Avenue, Suite 102, Boulder, Colorado 80301, on Tuesday, May 17, 2022 at 10 a.m. Mountain Time. Stockholders who have already voted do not need to recast their votes. Proxies previously submitted in respect of the Annual Meeting will be voted at the adjourned Annual Meeting unless properly revoked in accordance with the procedures described in the Company’s proxy statement.

The close of business on March 7, 2022 will continue to be the record date for the determination of stockholders of the Company entitled to vote at the Annual Meeting.

Item 7.01. Regulation FD Disclosure.

On May 3, 2022, the Company issued a press release announcing the adjournment of the Annual Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, and Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1	<u>Press release issued by Brickell Biotech, Inc. on May 3, 2022</u>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

Cautionary Note Regarding Forward-Looking Statements

Any statements made in this document and its attachment relating to future financial, business, and/or research and clinical performance, conditions, plans, prospects, trends, or strategies and other such matters, including without limitation, Brickell’s strategy; future operations; future financial position; future liquidity; future revenue; territorial focus; projected expenses; results of operations; the anticipated timing, scope, design, progress, results, and/or reporting of data of ongoing and future non-clinical and clinical trials; intellectual property rights, including the acquisition, validity, term, and enforceability of such; the expected timing and/or results of regulatory submissions and approvals; and prospects for commercializing any product candidates of Brickell or third parties, or research and/or licensing collaborations with, or actions of, its partners, including in the United States, Japan, South Korea, or any other country are forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. In addition, when or if used in this document and its attachment, the words “may,” “could,” “should,” “might,” “anticipate,” “believe,” “estimate,” “expect,” “intend,” “plan,” “predict,” “potential,” “will,” “evaluate,” “advance,” “excited,” “aim,” “strive,” “help,” “progress,” “select,” “initiate,” “look forward,” “promise,” and similar expressions and their variants, as they relate to Brickell or any of Brickell’s partners, or third parties, may identify forward-looking statements. Brickell cautions that these forward-looking statements are subject to numerous assumptions, risks,

and uncertainties, which change over time, often quickly, and in unanticipated ways. Important factors that may cause actual results to differ materially from the results discussed in the forward-looking statements or historical experience include risks and uncertainties, including without limitation, research results and data that do not meet targets, expectations, or regulatory approval requirements; ability to obtain adequate financing for product development, regulatory submissions, and any commercialization; ability to acquire, maintain, and enforce intellectual property rights; potential delays or alterations in product development, trials of any type, and regulatory submission and reviews; changes in law or policy; litigation; regulatory agency feedback or requests; supply chain disruptions; unanticipated demands on cash resources; disruptions and negative effects related to the COVID-19 pandemic and/or the conflict in Ukraine; interruptions, disruption, or inability by Brickell, its partners or third parties to obtain or supply research material, raw materials, and/or product anywhere, or secure essential services, in the world; efforts to obtain and retain adequate pricing and adequate reimbursement and other insurance coverage for our products; the outcome of Brickell's current and planned preclinical and clinical trials across our portfolio; and other risks associated with developing and obtaining regulatory approval for, and commercializing, product candidates.

Further information on the factors and risks that could cause actual results to differ from any forward-looking statements are contained in Brickell's filings with the U.S. Securities and Exchange Commission, which are available at <https://www.sec.gov> (or at <https://www.brickellbio.com>). The forward-looking statements represent the estimates of Brickell as of the date hereof only. Brickell specifically disclaims any duty or obligation to update forward-looking statements.

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: May 3, 2022

Brickell Biotech, Inc.

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



Brickell Biotech Announces Adjournment of Annual Meeting of Stockholders

Meeting adjourned to May 17, 2022 at 10 a.m. MT

Brickell encourages all stockholders of record on March 7, 2022 who have not yet voted to do so by 11:59 p.m. Eastern Time on May 16, 2022

BOULDER, CO — **May 3, 2022** — Brickell Biotech, Inc. (Nasdaq: BBI) (“Brickell”) announced today that its 2022 annual meeting of stockholders (the “Annual Meeting”) has been adjourned to Tuesday, May 17, 2022 at 10 a.m. Mountain Time with respect to all proposals described in Brickell’s definitive proxy statement filed with the U.S. Securities and Exchange Commission (the “SEC”) on March 22, 2022 (the “Proxy Statement”).

The Annual Meeting will continue to be held at the offices of Brickell Biotech, Inc., 5777 Central Avenue, Suite 102, Boulder, Colorado 80301. In addition, the record date for determining stockholders entitled to vote at the Annual Meeting will remain the close of business on March 7, 2022.

During the current adjournment, Brickell continues to solicit votes from its stockholders with respect to all proposals set forth in the Proxy Statement. At the time the Annual Meeting was adjourned, proxies had been submitted by stockholders representing approximately 51% of the shares of Brickell’s common stock outstanding and entitled to vote, which constituted a quorum, but was not sufficient to approve Proposal 3, Approval of an Amendment to Brickell’s Restated Certificate of Incorporation to Increase the Number of Authorized Shares of Common Stock, or Proposal 5, Approval of the Reverse Stock Split and Authorized Share Reduction Proposal, each of which requires approval by the holders of a majority of the outstanding shares of common stock of Brickell. Proxies previously submitted with respect to the Annual Meeting will be voted on all proposals at the adjourned Annual Meeting unless properly revoked, and stockholders who have previously submitted a proxy or otherwise voted need not take any action.

Brickell encourages all stockholders of record on March 7, 2022 who have not yet voted to do so by 11:59 p.m. Eastern Time on May 16, 2022.

Important Information

This material may be deemed to be solicitation material in respect of the Annual Meeting to be reconvened on May 17, 2022. In connection with the Annual Meeting, Brickell filed the Proxy Statement. **BEFORE MAKING ANY VOTING DECISIONS, STOCKHOLDERS ARE URGED TO READ THE PROXY STATEMENT AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT THE ANNUAL MEETING.** No changes have been made in the proposals to be voted on by stockholders at the Annual Meeting. Brickell’s Proxy Statement and any other materials filed by Brickell with the SEC can be obtained free of charge at the SEC’s website at <https://www.sec.gov> or Brickell’s website at <https://www.brickellbio.com>.

About Brickell

Brickell Biotech, Inc. is a clinical-stage pharmaceutical company striving to transform patient lives by developing innovative and differentiated prescription therapeutics for the treatment of autoimmune, inflammatory, and other debilitating diseases. Brickell’s pipeline consists of several development-stage candidates and a cutting-edge platform with broad potential in autoimmune and inflammatory disorders. This includes BBI-02, a Phase 1-ready, potential first-in-class oral DYRK1A inhibitor with strong preclinical validation for the treatment of autoimmune and inflammatory diseases, such as atopic dermatitis, rheumatoid arthritis and type 1 diabetes, BBI-10, a novel, preclinical stage oral STING inhibitor that has demonstrated dose-dependent cytokine reduction in nonclinical studies providing proof of mechanism for the treatment of autoinflammatory and rare genetic conditions, and a platform of next-generation DYRK, CLK, LRRK2 and TTK kinase inhibitors with the potential to produce treatments for autoimmune, inflammatory, and other debilitating conditions. Brickell’s executive management team and board of directors bring extensive experience in product development and global commercialization, having served in leadership roles at large global pharmaceutical companies and biotechs that have developed and/or launched successful products, including several that were first-in-class and/or achieved iconic status, such as Cialis[®], Taltz[®], Gemzar[®], Prozac[®], Cymbalta[®], and Juvederm[®]. Brickell’s strategy is to leverage this experience to in-license, acquire, develop, and commercialize

innovative pharmaceutical products that Brickell believes can meaningfully benefit patients who are suffering from chronic, debilitating diseases that are underserved by available therapies. For more information, visit <https://www.brickellbio.com>.

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Further information on the factors and risks that could cause actual results to differ from any forward-looking statements are contained in Brickell's filings with the SEC, which are available at <https://www.sec.gov> (or at <https://www.brickellbio.com>). The forward-looking statements represent the estimates of Brickell as of the date hereof only. Brickell specifically disclaims any duty or obligation to update forward-looking statements.

Brickell Investor Contact:

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