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): February 19, 2019

MELINTA THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE	001-35405	45-4440364
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

300 George Street, Suite 301, New Haven, CT	06511
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (908) 617-1309

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))

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 3.03. Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Items 5.03 and 5.07 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03. Amendments to Charter and Bylaws.

On February 19, 2019, Melinta Therapeutics, Inc. (the “Company”) held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, the stockholders approved, among other matters, the proposal authorizing an amendment to the Company’s Certificate of Incorporation (the “Certificate of Incorporation”) to authorize a reverse stock split (the “Reverse Stock Split”) of the issued and outstanding shares of the Company’s common stock.

On February 20, 2019, the board of directors of the Company (the “Board”) approved a 1-for-5 Reverse Stock Split, and the Company filed with the Secretary of State of the State of Delaware a Certificate of Amendment to its Certificate of Incorporation (the “Reverse Stock Split Amendment”) to effect the Reverse Stock Split. The Reverse Stock Split will become effective as of 5:00 p.m. Eastern Time on February 21, 2019. The Company’s common stock will begin trading on a split-adjusted basis when the market opens on February 22, 2019.

The Company’s common stock will continue to trade on The Nasdaq Global Market under the symbol “MLNT.” The new CUSIP number for the Company’s common stock following the Reverse Stock Split will be 58549G 209.

When the Reverse Stock Split becomes effective, every five shares of the Company’s issued and outstanding common stock will automatically be converted into one share of common stock, without any change in the par value per share. Additionally, adjustments will be made under the Company’s stock plans (including the 2018 Stock Incentive Plan), including with respect to the aggregate number of shares of the Company’s common stock that may be delivered in connection with awards under the plan, the numerical share limits under the plan, the number of shares covered by each outstanding award under the plan, the price per share underlying each such award, and, if applicable, the performance objectives that must be achieved before such award will become earned, to proportionately reflect the Reverse Stock Split. The Reverse Stock Split will also adjust the Loan Conversion Rate (and as a result the Conversion Price) under the Vatera Loan Agreement and the Deerfield Convertible Loan Conversion Price (and as a result the Deerfield Convertible Loan Conversion Rate) under the Deerfield Facility to proportionately reflect the Reverse Stock Split. The warrants issued to Deerfield in January 2018 will also be proportionately adjusted to reflect the Reverse Stock Split.

No certificates or scrip representing fractional shares of the Company’s common stock will be issued in connection with the Reverse Stock Split. Each holder of the Company’s common stock who would otherwise have been entitled to receive a fraction of a share of the Company’s common stock shall be entitled to receive, in lieu thereof, cash (without interest) from the transfer agent in lieu of such fractional shares. The cash payment is subject to applicable U.S. federal and state income tax and state abandoned property laws. Stockholders will not be entitled to receive interest for the period of time between the effective time of the reverse stock split and the date payment is received.

The Company currently anticipates that, in lieu of issuing fractional shares, the aggregate of all fractional shares otherwise issuable to the holders of record of common stock shall be issued to the transfer agent for the common stock, as agent, for the accounts of all holders of record of common stock otherwise entitled to have a fraction of a share issued to them. The sale of all fractional interests will be effected by the transfer agent as soon as practicable after the effective time of the reverse stock split based on the average last reported sales price of the Company’s common stock during the ten consecutive trading days ending on the last trading day prior to the effective date of the Reverse Stock Split. After such sale, the net proceeds derived from the sale of the fractional interests will be distributed to such holders of record on a pro rata basis.

Computershare Inc., the Company’s transfer agent, will act as the exchange agent for the Reverse Stock Split.

On February 21, 2019, the Company issued a press release relating to, among other things, the matters described in this Item 5.03. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Capitalized terms used herein and not otherwise defined in this Current Report on Form 8-K shall have the meaning ascribed to them in the Company’s revised definitive proxy statement filed with the Securities and Exchange Commission on January 29, 2019 (the “Revised Definitive Proxy Statement”).

For more information about the Reverse Stock Split, see the Revised Definitive Proxy Statement, the relevant portions of which are incorporated herein by reference. A copy of the Reverse Stock Split Amendment is attached as Exhibit 3.1 hereto and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Special Meeting, the following proposals were submitted to the Company's stockholders. On the record date for the Special Meeting, there were 56,066,169 shares of the Company's common stock outstanding. All proposals presented at the Special Meeting were approved by the requisite vote.

(1) Approval of an amendment to Melinta's Certificate of Incorporation to authorize a reverse stock split of the issued and outstanding shares of Melinta common stock.

For	Against	Abstentions	Broker Non-Votes(a)
28,799,332	3,718,246	50,135	11,128,651

(2) Approval of an amendment to Melinta's Certificate of Incorporation to increase the number of authorized shares of Melinta common stock from 80,000,000 to 275,000,000 to accommodate, in part, the conversion of any of the Vatera Convertible Loans and to accommodate the conversion of up to $74 million of the convertible loan under the Deerfield Facility as permitted by the Deerfield Facility Amendment.

For	Against	Abstentions	Broker Non-Votes
31,040,692	1,484,488	42,533	11,128,651

Because both Proposal 1 and Proposal 2 were approved by the Company's stockholders, the Board determined, in its discretion, to implement Proposal 1 and not implement Proposal 2.

(3) Approval of the issuance and sale of the Vatera Convertible Loans, and the issuance of the underlying shares of preferred stock and common stock upon conversion of the Vatera Convertible Loans, for purposes of applicable Nasdaq rules.

For	Against	Abstentions	Broker Non-Votes
31,292,609	1,196,068	79,036	11,128,651

(4A) Authorization of an amendment to the Company's 2018 Stock Incentive Plan to increase the number of shares reserved and available for issuance by 2,000,000 shares specifically for issuance to the Chief Executive Officer.

For	Against	Abstentions	Broker Non-Votes
23,590,665	8,926,824	50,224	11,128,651

(4B) Authorization of an amendment to the Company's 2018 Stock Incentive Plan to increase the number of shares reserved and available for issuance by 3,000,000 shares for general issuances under the amended 2018 Stock Incentive Plan.

For	Against	Abstentions	Broker Non-Votes
23,344,879	9,097,135	125,669	11,128,651

(5) Adjournment of the Special Meeting, if necessary, if a quorum is present, to solicit additional proxies, in the event that there are not sufficient votes at the time of the Special Meeting to approve the proposals above.

For	Against	Abstentions	Broker Non-Votes(a)
23,026,648	9,325,855	215,210	11,128,651

(a) In the Revised Definitive Proxy Statement, the Company indicated its expectation that each of proposals (1) and (5) would be considered non-routine for which brokers and other nominees would not have discretionary authority to vote without receiving specific voting instructions, and the above listed voting results reflect the vote with respect to each such proposal as a non-routine proposal. For proposal (1), the required vote for approval was the affirmative vote of the majority of the outstanding shares, meaning a broker non-vote had the same effect as a vote “Against” this proposal. For the proposal (5), the required vote for approval was the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to be voted on the matter, meaning a broker non-vote had no effect on this proposal. Broadridge Financial Solutions (“Broadridge”) determined that proposals (1) and (5) were routine matters and voted its 11,128,651 uninstructed shares on a discretionary basis “For” each of proposals (1) and (5). The above listed voting results, however, treat proposals (1) and (5) as non-routine matters as described in the Revised Definitive Proxy Statement, counting these 11,128,651 shares as broker non-votes with respect to each of proposals (1) and (5), meaning that such shares have the same effect as vote “Against” proposal (1) and no effect on proposal (5). Had proposals (1) and (5) been treated by the Company as routine, these 11,128,651 shares would have constituted votes “For” each of proposals (1) and (5), resulting in a total of 39,927,983 votes “For” proposal (1) and 34,155,299 votes “For” proposal (5). Despite the Company treating each of proposals (1) and (5) as non-routine, each proposal was still approved by the stockholders, and the treatment of these proposals as routine matters by Broadridge, and the resulting voting of the uninstructed shares on a discretionary basis, did not have any effect on the outcome of these proposals.

Item 9.01. Financial Statements and Exhibits.

Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Certificate of Incorporation of Melinta Therapeutics, Inc., filed with the Secretary of State of the State of Delaware on February 21, 2019
99.1	Press Release issued February 21, 2019

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.

Date: February 21, 2019

Melinta Therapeutics, Inc.

By: /s/ Peter Milligan
Peter Milligan
Chief Financial Officer

Exhibit 3.1

AMENDMENT TO CERTIFICATE OF INCORPORATION

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
MELINTA THERAPEUTICS, INC.

Pursuant to Section 242 of the General
Corporation Law of the State of Delaware

Melinta Therapeutics, Inc., a Delaware corporation (hereinafter called the "Corporation"), does hereby certify as follows:

FIRST: The first paragraph of Article IV of the Corporation's Certificate of Incorporation, as amended to date, is hereby amended to read in its entirety as set forth below:

"That, at 5:00 p.m., Eastern time, on February 21, 2019 (the "Effective Time"), each five (the "Conversion Number") shares of the Corporation's common stock, par value $0.001 (the "Common Stock") (including treasury shares) issued and outstanding as of the Effective Time shall be reclassified and combined into one validly issued, fully paid and non-assessable share of Common Stock, automatically and without any action by the holder thereof (the "Reverse Stock Split"). The par value of the Common Stock following the Reverse Stock Split shall remain at $0.001 per share. No fractional shares of Common Stock shall be issued as a result of the Reverse Stock Split. In lieu of any fractional shares to which a stockholder would otherwise be entitled (after taking into account all fractional shares of Common Stock otherwise issuable to such holder), the Corporation shall pay cash in an amount equal to such fractional shares of Common Stock multiplied by the average last reported sales price of the Common Stock at 4:00 p.m., Eastern time, end of regular trading hours on the Nasdaq Global Market during the ten consecutive trading days ending on the last trading day prior to the effective date of the Reverse Stock Split."

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be duly executed in its corporate name this 21st day of February, 2019.

MELINTA THERAPEUTICS, INC.

By: /s/ Peter J. Milligan
Name: Peter J. Milligan
Title: Secretary and Chief Financial Officer

Exhibit 99.1

FOR IMMEDIATE RELEASE

Melinta Therapeutics Announces One-for-Five Reverse Stock Split

NEW HAVEN, Conn., February 21, 2019 – Melinta Therapeutics, Inc. (NASDAQ: MLNT), a commercial-stage company focused on the development and commercialization of novel antibiotics to treat serious bacterial infections, today announced that its Board of Directors has approved a one-for-five reverse stock split of the Company's common stock, par value $0.001. The reverse stock split, which was approved by the Company's stockholders at a special meeting held on February 19, 2019, will be effective at 5:00 pm Eastern Time today. The Company's common stock will trade on the Nasdaq Global Market on a split-adjusted basis under a new CUSIP number, 58549G 209, beginning on February 22, 2019.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder's percentage ownership interest in the Company, except to the extent that the reverse stock split results in any of the Company's stockholders owning a fractional share as described below.

The reverse stock split will reduce the number of shares of common stock issued and outstanding from approximately 56 million to approximately 11 million. No fractional shares will be issued in connection with the reverse stock split. Each stockholder who would otherwise be entitled to receive a fraction of a share of the Company's common stock will instead receive a cash payment based on the average last reported sales price of the Company's common stock during the ten consecutive trading days ending on the last trading day prior to today.

As of the effective date of the reverse stock split, adjustments will be made under the Company's stock incentive plan, including with respect to the aggregate number of shares of the Company's common stock that may be delivered in connection with awards under the plan, the numerical share limits under the plan, the number of shares covered by each outstanding award under the plan, the price per share underlying each such award, and, if applicable, the performance objectives that must be achieved before such award will become earned, to proportionately reflect the reverse stock split.

The reverse stock split will also adjust the loan conversion rate and the conversion price under the loan agreement, as amended and restated, with Vatera Healthcare Partners LLC and Vatera Investment Partners LLC (collectively, "Vatera") and the facility agreement, as amended, with certain funds under the management of Deerfield Management Company, L.P. (collectively, "Deerfield"), respectively, to proportionately reflect the reverse stock split. The warrants issued to Deerfield in January 2018 will also be adjusted to proportionately reflect the reverse stock split.

The Company anticipates closing the initial subordinated convertible loan funding in the principal amount of $75 million under the Vatera loan agreement (with an additional $5 million in principal amount being deemed funded by Deerfield) and effecting the previously disclosed amendments to the Deerfield loan documents on or about February 22, 2019.

Computershare Trust Company, N.A. is acting as the exchange agent and transfer agent for the reverse stock split. Computershare will provide instructions to stockholders with physical certificates regarding the process for exchanging their pre-split stock certificates for post-split stock certificates and receiving payment for any fractional shares. Additional information regarding the reverse stock split can be found in the Company's revised definitive proxy statement filed with the Securities and Exchange Commission on January 29, 2019.

About Melinta Therapeutics

Melinta Therapeutics, Inc. is the largest pure-play antibiotics company, dedicated to saving lives threatened by the global public health crisis of bacterial infections through the development and commercialization of novel antibiotics that provide new therapeutic solutions. Its four marketed products include Baxdela® (delafloxacin), Vabomere® (meropenem and vaborbactam), Orbactiv® (oritavancin), and Minocin® (minocycline) for Injection. This portfolio provides Melinta with the unique ability to provide providers and patients with a range of solutions that can meet the tremendous need for novel antibiotics treating serious infections. Visit www.melinta.com for more information.

Forward Looking Statements
Certain statements in this communication constitute “forward-looking statements” within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act and are usually identified by the use of words such as “anticipates,” “believes,” “estimates,” “expects,” “intends,” “may,” “plans,” “projects,” “seeks,” “should,” “will,” and variations of such words or similar expressions. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act and are making this statement for purposes of complying with those safe harbor provisions. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made and include statements regarding: our strategic, operational and financial initiatives; disbursements under, closing conditions with respect to and the anticipated impact of the Vatera loans; compliance with the terms of our debt agreements; and the effectiveness of the reverse stock split. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations, strategies or prospects will be attained or achieved. Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control.

Risks and uncertainties for Melinta include, but are not limited to, risks relating to the effectiveness of the reverse stock split, including risks relating to the Company’s stock price, the liquidity of its common stock and its overall market capitalization; the fact that we have incurred significant operating losses since inception and will incur continued losses for the foreseeable future; our limited operating history; our need for future capital and risks related to our ability to obtain additional capital to fund future operations; risks related to the satisfaction of the closing conditions under the loan agreement with Vatera, including, appointment of Mr. Johnson as Chief Executive Officer of the Company, and effectiveness of the amendment to the Deerfield facility agreement and any consequences of a failure to consummate the Vatera loan financing, including a potential default under our credit agreement; uncertainties of cash flows and inability to meet working capital needs as well as other milestone, royalty and payment obligations; risks that may arise from the consummation of the Vatera loan financing and the effectiveness of the amendment to the Deerfield facility agreement, including potential dilution to our stockholders and the fact that Vatera will beneficially own a substantial portion of our common stock; the fact that our independent registered public accounting firm’s report on the Company’s 2016 and 2017 financial statements contains (and that the report on the Company’s 2018 financial statements may contain) an explanatory paragraph that states that our recurring losses from operations and our need to obtain additional capital raises substantial doubt about our ability to continue as a going concern; our substantial indebtedness; risks related to our commercial launches of our products and our inexperience as a company in marketing drug products; the degree of market acceptance of our products among physicians, patients, health care payors and the medical community; the pricing we are able to achieve for our products; failure to obtain and sustain an adequate level of reimbursement for our products by third-party payors; inaccuracies in our estimates of the market for and commercialization potential of our products; failure to maintain optimal inventory levels to meet commercial demand for any of our products; risks that our competitors are able to develop and market products that are preferred over our products; our dependence upon third parties for the manufacture and supply of our marketed products; failure to achieve the benefits of our recently completed transactions with Cempra and The Medicines Company; failure to positively resolve the disputes relating to the acquisition of the infectious disease business of The Medicines Company; failure to establish and maintain development and commercialization collaborations; uncertainty in the outcome or timing of clinical trials and/or receipt of regulatory approvals for our product candidates; undesirable side effects of our products; failure of third parties to conduct clinical trials in accordance with their contractual obligations; our ability to identify, develop, acquire or in-license products; difficulties in managing the growth of our company; the effects of recent comprehensive tax reform; risks related to failure to comply with extensive laws and regulations; product liability risks related to our products; failure to retain key personnel; inability to obtain, maintain and enforce patents and other intellectual property rights or the unexpected costs associated with such enforcement or litigation; risks relating to third party infringement of intellectual property rights; our ability to maintain effective internal control over financial reporting; unfavorable outcomes in any of the class action and shareholder derivative lawsuits currently pending against the Company; and the fact that a substantial number of shares of common stock may be sold into the public markets by one or more of our large stockholders in the near future. Many of these factors that will determine actual results are beyond Melinta’s ability to control or predict.

Other risks and uncertainties are more fully described in our Annual Report on Form 10-K for the year ended December 31, 2017, our revised definitive proxy statement filed January 29, 2019, and in other filings that Melinta makes and will make with the SEC. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The statements made in this press release speak only as of the date stated herein, and subsequent events and developments may cause our expectations and beliefs to change. While we may elect to update these forward-looking statements publicly at some point in the future, we specifically disclaim any obligation to do so, whether as a result of new information, future events or otherwise, except as required by law. These forward-looking statements should not be relied upon as representing our views as of any date after the date stated herein.

For More Information:

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