

---

---

**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 7, 2020**

---

**MELINTA THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

---

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

**001-35405**  
(Commission  
File Number)

**45-4440364**  
(I.R.S. Employer  
Identification No.)

**44 Whippany Road, Morristown, NJ**  
(Address of principal executive offices)

**07960**  
(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))

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

Title of each class	Trading Symbols(s)	Name of each exchange of which registered
Common Stock, \$0.001 Par Value	MLNT	OTC Markets

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.**

As previously disclosed, on December 27, 2019, Melinta Therapeutics, Inc. (the “Company”) and its debtor affiliates (together with the Company, the “Debtors”) filed voluntary petitions for relief (the “Chapter 11 Case”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the District of Delaware (the “Court”) (Case No. 19-12748).

On February 7, 2020, the Court entered a final order in connection with the filing of the Chapter 11 Case, establishing notice and hearing procedures for trading in equity securities of the Company (the “Final Order”). A copy of the notice of the Final Order is attached hereto as Exhibit 99.1 (the “Notice of Order”). As a result of the Final Order, any purchase, sale, or other transfer of equity securities in the Company in violation of the procedures set forth therein (including notice requirements) shall be null and void.

The Notice of Order is incorporated herein by reference. The foregoing description of the Final Order is a summary and does not purport to be complete, and is subject to, and qualified in its entirety by reference to, the Final Order. A copy of the Final Order may be obtained by following the instructions in the Notice of Order, a copy of which is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

***Cautionary Statements***

The Company’s securityholders are cautioned that trading in the Company’s securities during the pendency of the Chapter 11 Case is highly speculative and poses substantial risks. Such risks are increased as a result of the Company’s delisting from Nasdaq. Trading prices for the Company’s securities may bear little or no relationship to the actual recovery, if any, by holders thereof in the Chapter 11 Case. The transactions specified in the Restructuring Support Agreement, as previously disclosed on December 27, 2019, between the Debtors and the supporting lenders in connection with the Chapter 11 Case contemplate that existing equity interests in the Company will be cancelled and that the holders thereof will neither receive nor retain any property on account thereof. Accordingly, the Company urges extreme caution with respect to existing and future investments in its securities.

Additional information about the Chapter 11 Case is available through the Company’s claims agent Kurtzman Carson Consultants LLC at [www.kccllc.net/melinta](http://www.kccllc.net/melinta). Information contained on, or that can be accessed through, such web site or the Court’s web site is not part of this Current Report.

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

(d) Exhibits:

99.1 [Notice of Order, dated February 7, 2019.](#)

---

**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.

**MELINTA THERAPEUTICS, INC.**

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

Dated: February 14, 2020

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

*In re*

MELINTA THERAPEUTICS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 19-12748 (LSS)

Jointly Administered  
Related to Docket Nos. 15, 72, 260

NOTICE OF FINAL ORDER ESTABLISHING NOTICE  
AND HEARING PROCEDURES FOR TRADING IN, OR  
CLAIMS OF WORTHLESSNESS WITH RESPECT TO,  
EQUITY SECURITIES IN THE DEBTORS

TO ALL PERSONS OR ENTITIES WITH EQUITY INTERESTS IN MELINTA THERAPEUTICS, INC.:

PLEASE TAKE NOTICE that on December 27, 2019 (the “**Petition Date**”), each of the above-captioned debtors and debtors-in-possession (the “**Debtors**”) commenced a case under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101*et seq.*, as amended (the “**Bankruptcy Code**”). Subject to certain exceptions, section 362 of the Bankruptcy Code operates as a stay of any act to obtain possession of property of the Debtors’ estates or of property from the Debtors’ estates or to exercise control over property of the Debtors’ estates.

PLEASE TAKE FURTHER NOTICE that, on the Petition Date, the Debtors filed a motion seeking entry of an interim order and final order establishing notice and hearing procedures for trading in, or claims of worthlessness with respect to, equity securities in the Debtors [Docket No. 15] (the “**Motion**”).

<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are: Melinta Therapeutics, Inc. (0364); Cempra Pharmaceuticals, Inc. (5814); CEM-102 Pharmaceuticals, Inc. (4262); Melinta Subsidiary Corp. (9437); Rempex Pharmaceuticals, Inc. (6000); and Targanta Therapeutics Corporation (1077). The address of the Debtors’ corporate headquarters is 44 Whippany Road, Suite 280, Morristown, New Jersey 07960.

---

PLEASE TAKE FURTHER NOTICE that on February 7, 2020, the United States Bankruptcy Court for the District of Delaware (the ‘Court’) entered the *Final Order Establishing Notice and Hearing Procedures for Trading In, or Claims of Worthlessness with Respect to, Equity Securities in the Debtors* [Docket No. 260], thereby approving the procedures set forth below in order to preserve the Debtors’ Tax Attributes (as defined in the Motion) (the ‘**Final Order**’).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order, the following procedures shall apply to holding and trading in equity securities of Melinta Therapeutics, Inc. (“**Melinta Therapeutics**”):

1. Any purchase, sale, or other transfer of, or claim of worthlessness with respect to, equity securities in Melinta Therapeutics in violation of the procedures set forth herein (including the notice requirements set forth in Section 2 below) shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code sections 362 and 105(a).

2. The following procedures shall apply to trading in equity securities of Melinta Therapeutics:

- (a) Any purchase, sale, or other transfer of equity securities in Melinta Therapeutics in violation of the procedures set forth herein (including notice requirements) shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code sections 362 and 105(a).
- (b) Any person or entity (as defined in Treasury Regulations section 1.382-3(a)) who currently is or becomes a Substantial Shareholder (as defined below) shall file with the Court, and serve on counsel to the Debtors (Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606-1720 (Attn: Ron E. Meisler, Esq. and Christopher M. Dressel, Esq.)) a notice of such status, in the form of **Exhibit B-1** attached to the Final Order, on or before the later of (i) 20 calendar days after the date of this Notice and (ii) ten calendar days after becoming a Substantial Shareholder.

- 
- (c) At least 14 calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities, as defined below) that would result in an increase in the amount of Melinta Therapeutics Stock (as defined below) beneficially owned by a Substantial Shareholder or would result in a person or entity becoming a Substantial Shareholder, such Substantial Shareholder shall file with the Court, and serve on counsel to the Debtors advance written notice, in the form of **Exhibit B-2** attached to the Final Order, of the intended transfer of equity securities.
- (d) At least 14 calendar days prior to effectuating any transfer of equity securities (including Options to acquire such securities) that would result in a decrease in the amount of Melinta Therapeutics Stock beneficially owned by a Substantial Shareholder or would result in a person or entity ceasing to be a Substantial Shareholder, such Substantial Shareholder shall file with the Court, and serve on counsel to the Debtors advance written notice, in the form of **Exhibit B-3** attached to the Final Order, of the intended transfer of equity securities (the notices required to be filed and served under paragraph (c) and this paragraph (d), each a “**Notice of Proposed Transfer**”).
- (e) The Debtors shall have 14 calendar days after receipt of a Notice of Proposed Transfer to file with the Court and serve on such Substantial Shareholder an objection to any proposed transfer of equity securities described in the Notice of Proposed Transfer on the grounds that such transfer may adversely affect the Debtors’ ability to utilize their Tax Attributes. If the Debtors file an objection, such transaction will not be effective unless approved by a final and non-appealable order of the Court. If the Debtors do not object within such 14-day period, such transaction may proceed solely as set forth in the Notice of Proposed Transfer. Further transactions within the scope of this paragraph must be the subject of additional notices as set forth herein, with an additional 14-day waiting period.
- (f) For purposes of these procedures, (i) a “**Substantial Shareholder**” is any person or entity (as defined in Treasury Regulations section 1.382-3(a)) which beneficially owns at least 618,781 shares of the common stock of Melinta Therapeutics (the **Melinta Therapeutics Stock**) (which amount represents 4.5% of all Melinta Therapeutics Stock issued and outstanding as of November 6, 2019), and (ii) “**Beneficial Ownership**” (or any variation thereof of Melinta Therapeutics Stock and Options to acquire Melinta Therapeutics Stock) shall be determined by the Debtors, in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder, and rulings issued by the Internal Revenue Service, and thus, to the extent provided therein, from time to time shall include, without limitation, (A) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (B) ownership by the holder’s family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (C) an Option to acquire Melinta Therapeutics Stock, but only to the extent such Option is treated as exercised under Treasury Regulation section 1.382-4(d). An “**Option**” is any option or right to acquire stock including, without limitation, any contingent purchase, warrant, convertible debt, put, stock subject to risk of forfeiture, contract to acquire stock, or similar interest, regardless of whether it is contingent or otherwise not currently exercisable.

---

3. The following procedures shall apply to claims for tax purposes that shares of equity securities in Melinta Therapeutics are worthless:

- (a) Any worthless stock deduction claim of equity securities in Melinta Therapeutics in violation of the procedures set forth herein (including notice requirements) shall be null and void *ab initio* as an act in violation of the automatic stay under Bankruptcy Code sections 362 and 105(a).
- (b) Any person or entity (as defined in Treasury Regulations section 1.382-3(a)) who currently is or becomes a 50% Shareholder (as defined below) shall file with this Court, and serve on counsel to the Debtors a notice of such status, in the form of **Exhibit B-4** attached to the Final Order, on or before the later of (i) 20 calendar days after the date of this Notice and (ii) ten calendar days after becoming a 50% Shareholder.
- (c) At least 14 days prior to filing any federal or state tax return, or any amendment to such a return, claiming any deduction for the worthlessness of the equity securities (including Options to acquire such securities, as defined below) in Melinta Therapeutics, for a tax year ending before the Debtors' emergence from chapter 11 protection, such 50% Shareholder shall file with this Court, and serve on counsel to the Debtors advance written notice, in the form of **Exhibit B-5** attached to the Final Order (a "**Notice of Intent to Claim a Worthless Stock Deduction**"), of the intended claim of worthlessness.
- (d) The Debtors will have 14 calendar days after receipt of a Notice of Intent to Claim a Worthless Stock Deduction to file with this Court and serve on such 50% Shareholder an objection to any proposed claim of worthlessness described in the Notice of Intent to Claim a Worthless Stock Deduction on the grounds that such claim might adversely affect the Debtors' ability to utilize their Tax Attributes. If the Debtors file an objection, such claim will not be permitted unless approved by a final and non-appealable order of this Court. If the Debtors do not object within such 14-day period, such claim may be permitted solely as set forth in the Notice of Intent to Claim a Worthless Stock Deduction. Additional tax returns and amendments within the scope of this paragraph must be the subject of additional notices as set forth herein, with an additional 14-day waiting period.
- (e) For purposes of these procedures, (i) a "**50% Shareholder**" is any person or entity that at any time since December 31, 2016, has had Beneficial Ownership of 50% or more of the Melinta Therapeutics Stock, and (ii) "**Beneficial Ownership**" (or any variation thereof of Melinta Therapeutics Stock and Options to acquire Melinta Therapeutics Stock) shall be determined by the Debtors, in accordance with applicable rules under Section 382, Treasury Regulations promulgated thereunder, and rulings issued by the Internal Revenue Service, and thus, to the

---

extent provided therein, from time to time shall include, without limitation, (A) direct and indirect ownership (*e.g.*, a holding company would be considered to beneficially own all shares owned or acquired by its subsidiaries), (B) ownership by the holder's family members and persons acting in concert with the holder to make a coordinated acquisition of stock, and (C) an Option to acquire Melinta Therapeutics Stock, but only to the extent such Option is treated as exercised under Treasury Regulation section 1.382-4(d).

4. PLEASE TAKE FURTHER NOTICE that, upon the request of any person, counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 155 North Wacker Drive, Chicago, Illinois 60606-1720 (Attn: Ron E. Meisler, Esq. and Christopher M. Dressel, Esq.), and McDermott Will & Emery LLP, The Nemours Building, 1007 North Orange Street, 4th Floor, Wilmington, Delaware 19801 (Attn: David R. Hurst, Esq.), will provide a form of each of the required notices described above.

5. PLEASE TAKE FURTHER NOTICE that a copy of the Final Order may be obtained free of charge from [www.kccllc.net/Melinta](http://www.kccllc.net/Melinta).

**6. FAILURE TO FOLLOW THE PROCEDURES SET FORTH IN THIS NOTICE SHALL CONSTITUTE A VIOLATION OF, AMONG OTHER THINGS, THE AUTOMATIC STAY PRESCRIBED BY BANKRUPTCY CODE SECTION 362.**

**7. ANY PROHIBITED PURCHASE, SALE, TRADE, OR OTHER TRANSFER OF, OR CLAIM OF WORTHLESSNESS WITH RESPECT TO, EQUITY SECURITIES IN MELINTA THERAPEUTICS IN VIOLATION OF THE ORDER SHALL BE NULL AND VOID *AB INITIO* AND MAY BE PUNISHED BY CONTEMPT OR OTHER SANCTIONS IMPOSED BY THE BANKRUPTCY COURT.**

---

8. PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate, and other laws, and do not excuse compliance therewith.

Dated: Wilmington, Delaware  
February 13, 2020

MCDERMOTT WILL & EMERY LLP

/s/ David R. Hurst

David R. Hurst (I.D. No. 3743)  
The Nemours Building  
1007 North Orange Street, 4th Floor  
Wilmington, Delaware 19801  
Telephone: (302) 485-3900  
Fax: (302) 351-8711

– and –

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

Joseph O. Larkin (I.D. No. 4883)  
920 North King Street  
Wilmington, Delaware 19801  
Telephone: (302) 651-3000  
Fax: (302) 651-3001

– and –

Ron E. Meisler  
Albert L. Hogan III  
Christopher M. Dressel  
155 North Wacker Drive  
Chicago, Illinois 60606-1720  
Telephone: (312) 407-0700  
Fax: (312) 407-0411

*Counsel and Proposed Counsel to  
Debtors and Debtors-in-Possession*