

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): October 11, 2022

NEKTAR THERAPEUTICS
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-24006
(Commission File Number)

94-3134940
(IRS Employer
Identification No.)

455 Mission Bay Boulevard South
San Francisco, California 94158
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (415) 482-5300

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(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value	NKTR	NASDAQ Global Select Market

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 7.01 Regulation FD Disclosure.

On October 11, 2022, Nektar Therapeutics (the “Company” or “Nektar”) and PureTech Health plc (“PureTech”) issued announcements stating that the parties have mutually agreed to terminate discussions regarding a possible business combination.

A copy of the announcement made by Nektar is furnished as Exhibit 99.1 to this Current Report on Form 8-K and a copy of the announcement made by PureTech is furnished as Exhibit 99.2 to this Current Report on Form 8-K, and are incorporated herein by reference.

The information included in this Current Report on Form 8-K under this Item 7.01 (including Exhibits 99.1 and 99.2), is being furnished to the U.S. Securities and Exchange Commission and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing made by the Company under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by a specific reference in such filing.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K (including Exhibits 99.1 and 99.2) contains statements which are, or may be deemed to be, “forward-looking statements” which are prospective in nature. All statements, other than statements of historical fact, may be forward-looking statements. They are based on current expectations and projections about future events and are therefore subject to risks and uncertainties, which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Among other things, this Current Report on Form 8-K (including Exhibits 99.1 and 99.2) contains forward-looking statements regarding the proposed combination and may include statements about the benefits of the proposed combination, expected future earnings, revenues and cost savings and other such items, based on Nektar’s and PureTech’s plans, estimates and projections. These forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those predicted in any such forward-looking statements. Such factors include, but are not limited to, the possibility that the proposed combination will not be pursued, general business and economic conditions globally, industry trends, competition, changes in government and other regulation, changes in political and economic stability, disruptions in business operations due to reorganization activities, interest rate and currency fluctuations, the failure to satisfy the conditions of the proposed combination if and when implemented (including approvals or clearances from regulatory and other agencies and bodies) on a timely basis or at all, the inability of the enlarged group to realize successfully any anticipated synergy benefits when (and if) the proposed combination is implemented, the inability of the (post-combination) enlarged group to integrate successfully Nektar’s and PureTech’s operations when (and if) the proposed combination is implemented and the combined company incurring and/or experiencing unanticipated costs and/or delays or difficulties relating to the proposed combination when (and if) it is implemented. Additional information concerning other risk factors is contained in the Risk Factors section of Nektar’s most recent report on Form 10-Q, filed with the Securities and Exchange Commission on August 5, 2022, the contents of which are not incorporated by reference into, nor do they form part of, this Current Report on Form 8-K. Nektar does not assume any obligation to update the forward-looking statements contained in this Current Report on Form 8-K, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Announcement by Nektar Therapeutics
99.2	Announcement by PureTech Health plc
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.

NEKTAR THERAPEUTICS

Date: October 11, 2022

By: /s/ Mark A. Wilson

Mark A. Wilson

Chief Legal Officer and Secretary

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OF SUCH JURISDICTION.

THIS IS AN ANNOUNCEMENT FALLING UNDER RULE 2.8 OF THE CITY CODE ON TAKEOVERS AND MERGERS (THE "CODE")

THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION

FOR IMMEDIATE RELEASE

11 October 2022

Nektar Therapeutics ("Nektar")

Rule 2.8 Announcement

Further to the announcement made by PureTech Health plc ("**PureTech**") on 7 October 2022, Nektar announces that it has mutually agreed with PureTech to terminate discussions regarding a potential business combination.

Important Code notes

This is a statement to which Rule 2.8 of the Code applies.

As is customary under Rule 2.8 of the Code, Nektar reserves the right to make or participate in an offer for PureTech (and/or take any other actions which would otherwise be restricted under Rule 2.8 of the Takeover Code) within the next six months following the date of this announcement:

- i. with the agreement of the PureTech Board;
- ii. following the announcement of a firm intention to make an offer for PureTech by or on behalf of a third party;
- iii. following the announcement by PureTech of a Rule 9 waiver proposal (as described in Note 1 of the Notes on Dispensations from Rule 9 of the Takeover Code) or a reverse takeover (as defined in the Code); or
- iv. where the Takeover Panel has determined that there has been a material change of circumstances.

For the purposes of UK MAR, the person responsible for arranging release of this announcement on behalf of Nektar is Jennifer Ruddock.

Enquiries:

Nektar Therapeutics

Jennifer Ruddock

415-482-5585

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THIS ANNOUNCEMENT CONTAINS INSIDE INFORMATION FOR THE PURPOSES OF ARTICLE 7 OF REGULATION (EU) NO 596/2014 ("MAR"). UPON THE PUBLICATION OF THIS ANNOUNCEMENT, THE INSIDE INFORMATION IS NOW CONSIDERED TO BE IN THE PUBLIC DOMAIN FOR THE PURPOSES OF MAR.

FOR IMMEDIATE RELEASE

11 October 2022

PureTech Health plc (Nasdaq: PRTC, LSE: PRTC) ("PureTech" or the "Company")

Statement regarding termination of discussions with Nektar Therapeutics ("Nektar")

PureTech announces that it has mutually agreed with Nektar to terminate discussions regarding a possible business combination.

Discussions with Nektar were announced on 7 October 2022, as required by Rule 2 of the UK City Code on Takeovers and Mergers (the "Code"), in response to media speculation. These discussions were early in nature and the required announcement created the impression that discussions were more advanced than they were. Given the early stage of the discussions and the potential for an extended period of uncertainty, these discussions were terminated.

This announcement has been made with the consent of Nektar.

Notwithstanding the termination of discussions, PureTech remains in an offer period until the expiration of the period set out in the announcement made on 7 October 2022 for Nektar either to announce a firm intention to make an offer for the Company in accordance with Rule 2.7 of the Code or to announce that it does not intend to make an offer, in which case such announcement will be treated as a statement to which Rule 2.8 of the Code applies.

About PureTech Health

PureTech is a biotherapeutics company dedicated to changing the treatment paradigm for devastating diseases. The Company is a financially robust and successful business. It has a strong clinical track record and Wholly Owned Pipeline as well as stakes in, and royalties due from, programs being advanced by its Founded Entities. The Board is confident in the exciting prospects for the Company, which are built upon its well-funded balance sheet and strong Wholly Owned Pipeline.

The Company has created a broad and deep pipeline through the expertise of its experienced research and development team and its extensive network of scientists, clinicians and industry leaders. This pipeline, which is being advanced both internally and through PureTech's Founded Entities, is comprised of 27 therapeutics and therapeutic candidates, including two that have received both U.S. FDA clearance and European marketing authorization and a third that will soon be filed for FDA approval, as of the date of PureTech's most recently filed Half-Year Report and corresponding Form 6-K. All of the underlying programs and platforms that resulted in this pipeline of therapeutic candidates were initially identified or discovered and then advanced by the PureTech team through key validation points based on unique insights in immunology and drug development.

For more information, visit www.puretechhealth.com or connect with us on Twitter @puretechh.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release that do not relate to matters of historical fact should be considered forward-looking statements, including those statements related to discussions of a possible business combination between PureTech and Nektar and PureTech's future prospects, development plans, and strategies. The forward-looking statements are based on current expectations and are subject to known and unknown risks, uncertainties and other important factors that could cause actual results, performance and achievements to differ materially from current expectations, including, but not limited to, those risks, uncertainties and other important factors described under the caption "Risk Factors" in our Annual Report on Form 20-F for the year ended December 31, 2021 filed with the SEC and in our other regulatory filings. These forward-looking statements are based on assumptions regarding the present and future business strategies of the Company and the environment in which it will operate in the future. Each forward-looking statement speaks only as at the date of this press release. Except as required by law and regulatory requirements, we disclaim any obligation to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise.

Contact

PureTech

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