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): July 27, 2020

LUMOS PHARMA, INC.

(Exact name of registrant as specified in its charter)

Delaware	**001-35342**	**42-1491350**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

4200 Marathon Blvd., Suite 200
Austin, TX 78756
(Address of principal executive offices)

Registrant's telephone number, including area code: **(512) 215-2630**

Not applicable
(Former name or former address, if changed since last report.)

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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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	LUMO	The Nasdaq Stock 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). o

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 o

Item 1.01. Entry into a Material Definitive Agreement.

On July 27, 2020, Lumos Pharma, Inc. (the "Company"), entered into a definitive agreement (the "PRV Transfer Agreement") to sell its Tropical Disease Priority Review Voucher ("PRV") to Merck, Sharp & Dohme Corp. ("Merck"). The Company's wholly-owned subsidiary BioProtection Systems Corporation ("BPS") was awarded the voucher under a U.S. Food and Drug Administration ("FDA") program intended to encourage the development of vaccines and treatments for tropical diseases. BPS had sublicensed its Ebola vaccine to Merck under a License and Collaboration Agreement dated November 21, 2014. BPS received the PRV when the Ebola vaccine, which Merck markets under the name ERBEVO, was approved by the FDA on December 19, 2019. Under the terms of the License and Collaboration Agreement, Merck is entitled to 40% of the gross proceeds of the sale of the PRV. The Company and Merck valued the PRV at $100 million, of which the Company will receive 60% or $60 million in gross proceeds. The purchase price will be paid in two installments: $34 million upon closing of the sale, and $26 million on January 11, 2021.

The PRV Transfer Agreement contains customary representations, warranties, covenants, and indemnification provisions subject to certain limitations. The transaction remains subject to customary closing conditions, including anti-trust review.

The foregoing summary of the material terms of the PRV Transfer Agreement does not purport to be complete and is qualified in its entirety by the full text of the PRV Transfer Agreement, a copy of which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2020.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The disclosure regarding the PRV Transfer Agreement contained Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

Item 7.01. Regulation FD Disclosure.

On July 27, 2020 the Company issued a press release announcing the sale of the PRV. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information contained in Item 7.01 of this Form 8-K, including Exhibit 99.1 furnished herewith, shall not be deemed "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or the Exchange Act, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any of the Company's filings under the Securities Act of 1933, as amended, whether made before or after the date hereof, except as expressly set forth by specific reference in such a filing.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release, dated July 27, 2020, entitled "Lumos Pharma Announces Sale of Priority Review Voucher."

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.

Dated: July 27, 2020

LUMOS PHARMA, INC.,
a Delaware corporation

By: /s/ Richard J. Hawkins
Richard J. Hawkins
Its: Chief Executive Officer

Lumos Pharma Announces Sale of Priority Review Voucher

AUSTIN, TX, July 27, 2020 (GLOBE NEWSWIRE) - Lumos Pharma, Inc. (NASDAQ:LUMO), a clinical-stage biopharmaceutical company focused on therapeutics for rare diseases, today announced that it has entered into a definitive agreement to sell its Priority Review Voucher (PRV) to Merck, known as MSD outside the United States and Canada.

The PRV was granted in conjunction with the approval by the U.S. Food and Drug Administration (FDA) of ERVEBO®, a vaccine developed by the Company's licensee, Merck, for the prevention of the Zaire Ebola virus disease. Under the terms of the original license agreement Lumos Pharma is entitled to retain 60% of the value of the PRV. Based upon an agreed valuation of $100 million Merck will pay Lumos $60 million. The transaction remains subject to customary closing conditions, including anti-trust review.

"We are pleased to announce the sale of the PRV, which will provide an important source of non-dilutive capital to fund additional investment in our pipeline and the evaluation of other assets for potential acquisitions or partnerships. These efforts will be critical to our growth over the coming year, and we are committed to our strategic priority of becoming leaders in the rare and ultra-rare disease space," said Rick Hawkins, Chairman, CEO and President. "Additionally, we are looking forward to initiating our Phase 2b trial of our lead candidate LUM-201 in patients with Pediatric Growth Hormone Deficiency, or PGHD, prior to the end of 2020. We believe we have the opportunity to greatly improve the standard of care for patients impacted by this disease. If approved, LUM-201 would provide an orally administered alternative to daily injections that current PGHD patients endure for many years of treatment."

Jefferies LLC. acted as exclusive financial advisor to Lumos Pharma, Inc. on this transaction.

Financial Guidance Update Related to PRV Sale

The total valuation of the PRV in the transaction was $100 million, Lumos Pharma will receive approximately $60 million which represents the Company's 60% interest in the total value of the PRV. The $60 million will be received in two non-contingent payments, $34 million in 2020 and $26 million in the first quarter of 2021. The non-dilutive funds from this transaction will provide additional capital to support the expansion of its pipeline through the in-licensing or acquisition of another novel therapeutic candidate for those suffering from rare diseases. These funds are in addition to the Company's cash position as of March 31, 2020 which was anticipated to be sufficient to support the Company's current operations through the Phase 2b clinical trial read-out.

About Lumos Pharma

Lumos Pharma, Inc. is a clinical stage biopharmaceutical company focused on the development and commercialization of therapeutics for rare diseases. Lumos Pharma was founded and is led by a management team with longstanding experience in rare disease drug development and received early funding by leading healthcare investors, including Deerfield Management, a fund managed by Blackstone Life Sciences, Roche Venture Fund, New Enterprise Associates (NEA), Santé Ventures, and UCB. Lumos Pharma's lead therapeutic candidate is LUM-201, an oral growth hormone stimulating small molecule for the treatment of Pediatric Growth Hormone Deficiency (PGHD). If approved by the FDA, LUM-201 would provide an orally administered alternative to daily injections that current PGHD patients endure for many years of treatment. LUM-201 has received Orphan Drug Designation in both the US and EU. For more information, please visit www.lumos-pharma.com.

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements of Lumos Pharma, Inc. (the "Company") that involve substantial risks and uncertainties. All statements contained in this press release are forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. The words "forecast," "projected," "guidance," "upcoming," "will," "plan," "intend," "anticipate," "approximate," "expect," "potential," "imminent," or the negative of these terms or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among others, the potential of an orally administered treatment regimen for PGHD and other indications, and any other statements other than statements of historical fact. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that the Company makes due to a number of important factors, including the effects of pandemics or other widespread health problems such as the ongoing COVID-19 pandemic and other risks that could cause actual results to differ materially from those matters expressed in or implied by such forward-looking statements as discussed in "Risk Factors" and elsewhere in Lumos Pharma's definitive proxy statement, as amended and filed with the SEC on February 13, 2020, Lumos Pharma's Annual Report on Form 10-K for the year ended December 31, 2019 and other reports filed with the SEC. The forward-looking statements in this press release represent the Company's views as of the date of this press release. The Company anticipates that subsequent events and developments will cause their views to change. However, while it may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. You should, therefore, not rely on these forward-looking statements as representing either of the Company's views as of any date subsequent to the date of this press release.

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