

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 19, 2020**

**LIQUIDIA TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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

**001-38601**  
(Commission  
File Number)

**20-1926605**  
(IRS Employer  
Identification No.)

**419 Davis Drive, Suite 100, Morrisville, North Carolina**  
(Address of principal executive offices)

**27560**  
(Zip Code)

Registrant's telephone number, including area code: **(919) 328-4400**

(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):

- 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	LQDA	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.**

Liquidia Technologies, Inc. (the “Company”), a late-stage clinical biopharmaceutical company focused on the development and commercialization of novel products using its proprietary PRINT® technology, today announced it has postponed its special meeting of stockholders, originally scheduled for October 21, 2020 (the “Special Meeting”).

On October 16, 2020, the Company received an unsolicited offer to enter into a License Agreement for the Company’s LIQ861 product candidate (the “Offer”). The Offer is also conditioned upon the Company terminating the Agreement and Plan of Merger, dated as of June 29, 2020, by and among the Company, RareGen, LLC, Liquidia Corporation, Gemini Merger Sub I, Inc., Gemini Merger Sub II, LLC, and PBM RG Holdings, LLC (the “Merger Agreement”). The Company’s Board of Directors is evaluating whether the Offer constitutes a “Superior Proposal” pursuant to the Merger Agreement, and has decided to postpone the Special Meeting to provide additional time for the Company’s Board of Directors to fully consider all relevant factors with respect to the Offer. The Company will provide additional disclosure upon the conclusion of its review and provide additional information regarding a date for the Special Meeting, if applicable.

A copy of the press release announcing the postponement of the Special Meeting is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d)

**Exhibit**

<b>No.</b>	<b>Exhibit</b>
<a href="#">99.1</a>	<a href="#">Press Release of Liquidia Technologies, Inc., dated October 19, 2020.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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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.

October 19, 2020

Liquidia Technologies, Inc.

By: /s/ Steven Bariahtaris

Name: Steven Bariahtaris

Title: Interim Chief Financial Officer

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Liquidia Technologies, Inc.  
419 Davis Drive, Suite 100  
Morrisville, NC 27560

**MEDIA RELEASE**

www.liquidia.com

## **Liquidia Announces Postponement of Special Meeting of Stockholders**

**RESEARCH TRIANGLE PARK, N.C., October 19, 2020** - Liquidia Technologies, Inc. (NASDAQ: LQDA), a late-stage clinical biopharmaceutical company focused on the development and commercialization of novel products using its proprietary PRINT<sup>®</sup> technology, today announced that it has postponed the special meeting of stockholders, originally scheduled for October 21, 2020.

On October 16, 2020, Liquidia received an unsolicited offer to enter into a License Agreement for the Company's LIQ861 product candidate (the "Offer"). The Offer is also conditioned upon Liquidia terminating the Agreement and Plan of Merger, dated as of June 29, 2020, by and among the Company, RareGen, LLC, Liquidia Corporation, Gemini Merger Sub I, Inc., Gemini Merger Sub II, LLC, and PBM RG Holdings, LLC (the "Merger Agreement"). The Liquidia Board of Directors is evaluating whether the Offer constitutes a "Superior Proposal" pursuant to the Merger Agreement and has decided to postpone the Special Meeting to provide additional time to fully consider all relevant factors with respect to the Offer.

The Company will provide additional disclosure upon the conclusion of its review and provide additional information regarding a date for the Special Meeting, if applicable.

### **About Liquidia**

Liquidia is a late-stage clinical biopharmaceutical company focused on the development and commercialization of novel products using its proprietary PRINT<sup>®</sup> technology to transform the lives of patients. PRINT is a particle engineering platform that enables precise production of uniform drug particles designed to improve the safety, efficacy and performance of a wide range of therapies. Currently, Liquidia is focused on the development of two product candidates for which it holds worldwide commercial rights: LIQ861 for the treatment of pulmonary arterial hypertension (PAH) and LIQ865 for the treatment of local post-operative pain. Liquidia is headquartered in Research Triangle Park, NC. For more information, please visit [www.liquidia.com](http://www.liquidia.com).

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Liquidia Technologies, Inc.  
419 Davis Drive, Suite 100  
Morrisville, NC 27560

**MEDIA RELEASE**

[www.liquidia.com](http://www.liquidia.com)

### **Cautionary Statements Regarding Forward-Looking Statements**

This press release may include forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this press release other than statements of historical facts, including statements regarding our future results of operations and financial position, our strategic and financial initiatives, our business strategy and plans and our objectives for future operations, are forward-looking statements. Such forward-looking statements, including statements regarding clinical trials, clinical studies and other clinical work (including the funding therefor, anticipated patient enrollment, safety data, study data, trial outcomes, timing or associated costs), regulatory applications and related timelines, including potential U.S. Food and Drug Administration (FDA) approval of the New Drug Application (NDA) for LIQ861, the timeline or outcome related to our patent litigation pending in the U.S. District Court for the District of Delaware or its *inter partes* review with the Patent Trial and Appeal Board, the issuance of patents by the USPTO and our ability to execute on our strategic or financial initiatives, involve significant risks and uncertainties and actual results could differ materially from those expressed or implied herein. The words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “would,” and similar expressions are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives and financial needs. These forward-looking statements are subject to a number of risks discussed in our and Liquidia Corporation’s filings with the Securities and Exchange Commission, including the risk that our proposed acquisition of RareGen, LLC is not consummated or that the expected benefits and synergies from the proposed acquisition are not realized, the impact of the coronavirus (COVID-19) outbreak on our company and our financial condition and results of operations, as well as a number of uncertainties and assumptions. Moreover, we operate in a very competitive and rapidly changing environment and our industry has inherent risks. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the future events discussed in this press release may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements. Nothing in this press release should be regarded as a representation by any person that these goals will be achieved, and we undertake no duty to update our goals or to update or alter any forward-looking statements, whether as a result of new information, future events or otherwise.

### **Contact Information**

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