

LIGAND PHARMACEUTICALS INC
Form 8-K
May 22, 2014

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): May 20, 2014

LIGAND PHARMACEUTICALS INCORPORATED
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	001-33093 (Commission File Number)	77-0160744 (IRS Employer Identification No.)
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11119 North Torrey Pines Road, Suite 200, La Jolla, California 92037
(Address of principal executive offices) (Zip Code)

(858) 550-7500
(Registrant's telephone number, including area code)

N/A
(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:

- 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))

oPre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

As previously reported, Ligand Pharmaceuticals Incorporated (“Ligand”) entered into a “General” Contingent Value Rights Agreement dated January 27, 2010 (as amended on January 26, 2011) and a “TR Beta” Contingent Value Rights Agreement dated January 27, 2010, in connection with its acquisition of Metabasis Therapeutics, Inc., a Delaware corporation (“Metabasis”). These two Agreements (the “Original Agreements”) entitle the holders of the applicable contingent value rights (“CVRs”) to, in general, receive 50% of the cash value of the proceeds from a license or sale of certain Metabasis drug development programs including, for the “General” CVRs, the FBPase inhibitor and DGAT-1 programs and others, and, for the “TR Beta” CVRs, the TR Beta program.

On May 20, 2014, Ligand entered into an Amendment of “General” Contingent Value Rights Agreement and an Amendment of “TR Beta” Contingent Value Rights Agreement, each with David F. Hale, as Stockholders’ Representative, and Computershare Inc. (as successor to Mellon Investor Services LLC), as Rights Agent. The purpose of the two Amendments (the “Amendments”) was to appropriately define the effect on the CVRs of a particular contemplated transaction (the “Transaction”) among Viking Therapeutics, Inc., a Delaware corporation (“Viking”) and Ligand/Metabasis, which had not been contemplated at the time of the Original Agreements.

In the Transaction, Ligand/Metabasis would grant licenses to Viking under the FBPase inhibitor program, the DGAT-1 program and the TR Beta program (the “Licenses”). Under the Licenses, Ligand/Metabasis would have the potential to receive milestone payments and royalties in cash. In addition, as further consideration for the Licenses, Viking would pay Ligand/Metabasis upfront fees in the form of shares of stock of Viking at