
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): March 24, 2016

Aclaris Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37581
(Commission File Number)

46-0571712
(IRS Employer
Identification No.)

101 Lindenwood Drive, Suite 400
Malvern, PA 19355
(Address of principal executive offices, including zip code)

(484) 324-7933
(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))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

Stock Purchase Agreement with Vixen Pharmaceuticals, Inc.

On March 24, 2016, Aclaris Therapeutics, Inc. (the “*Company*”) entered into a stock purchase agreement (the “*Stock Purchase Agreement*”) with Vixen Pharmaceuticals, Inc. (“*Vixen*”), JAK1, LLC, JAK2, LLC and JAK3, LLC (together with JAK1, LLC and JAK2, LLC, the “*Selling Stockholders*”) and Shareholder Representative Services LLC, a Colorado limited liability company, solely in its capacity as the representative of the Selling Stockholders. Pursuant to the Stock Purchase Agreement, the Company acquired all of the issued and outstanding shares of Vixen’s capital stock from the Selling Stockholders (the “*Acquisition*”). Following the Acquisition, Vixen will continue as a wholly owned subsidiary of the Company.

Pursuant to the Stock Purchase Agreement, on March 24, 2016, the Company paid an upfront payment of \$600,000 and issued an aggregate of 159,420 restricted shares of the Company’s common stock to the Selling Stockholders. The Company is obligated to make a payment of \$100,000 on March 24th of each year, through March 24, 2022, which amounts are creditable against any specified future payments that may be paid under the Stock Purchase Agreement.

Under the Stock Purchase Agreement, the Company has agreed to use commercially reasonable efforts to develop and commercialize at least one product for the treatment of alopecia areata in humans and at least one product for the treatment of androgenetic alopecia in humans, in each case for commercial sale and distribution throughout the United States and such other areas of the world as the Company determines to be commercially prudent. In the event the Company does not comply with these obligations, the Company is obligated to license, on a non-exclusive basis, certain intellectual property rights related to the products to the Selling Stockholders or their designee, on terms to be mutually agreed to by the parties, among other rights exercisable by the Selling Stockholders.

The Company is obligated to make aggregate payments of up to \$18.0 million to the Selling Stockholders upon the achievement of specified pre-commercialization milestones for three products covered by the Vixen patent rights in the United States, the European Union and Japan, and aggregate payments of up to \$22.5 million to the Selling Stockholders upon the achievement of specified commercial milestones for products covered by the Vixen patent rights. With respect to any commercialized products covered by the Stock Purchase Agreement, the Company is obligated to pay the Selling Stockholders specified future payments calculated as a low single-digit percentage of annual net sales, subject to specified reductions, limitations and other adjustments, until the date that all of the patent rights for that product have expired, as determined on a country-by-country and product-by-product basis or, in specified circumstances, ten years from the first commercial sale of such product. If the Company sublicenses any of Vixen’s patent rights and know-how acquired pursuant to the Stock Purchase Agreement, the Company will be obligated to pay the Selling Stockholders a portion of any consideration the Company receives from such sublicenses in specified circumstances.

The Stock Purchase Agreement contains customary representations, warranties and covenants of each party, and the Company and the Selling Stockholders have agreed to indemnify each other, subject to certain exceptions and limitations, for breaches of such representations, warranties and covenants. Subject to specified exceptions and extensions in some cases, the representations and warranties survive for 18 months after March 24, 2016.

License Agreement with Columbia University

As a result of the Acquisition, the Company, through Vixen, became party to that certain Exclusive License Agreement, by and between Vixen and the Trustees of Columbia University in the City of New York (“**Columbia**”), dated as of December 31, 2015 (the “**License Agreement**”). Pursuant to this License Agreement, Vixen was granted an exclusive, worldwide license under specified Columbia patent rights and a non-exclusive, worldwide license under specified Columbia know-how in all fields to develop and commercialize a product that otherwise infringes a Columbia patent right or uses Columbia know-how. Vixen’s rights to this Columbia intellectual property cover the use of specified Janus kinase inhibitor compounds for the potential treatment of alopecia areata, androgenetic alopecia and other dermatological conditions.

Under the License Agreement, Vixen is obligated to pay Columbia an annual license fee of \$10,000, subject to specified adjustments for patent expenses incurred by Columbia and creditable against any royalties that may be paid under the License Agreement. Vixen is also obligated to pay up to an aggregate of \$11.6 million upon the achievement of specified commercial milestones, including specified levels of net sales of products covered by Columbia patent rights and/or know-how, and royalties at a sub-single-digit percentage of annual net sales of products covered by Columbia patent rights and/or know-how, subject to specified adjustments. If Vixen sublicenses any of Columbia’s patent rights and know-how acquired pursuant to the License Agreement, Vixen will be obligated to pay Columbia a portion of any consideration Vixen receives from such sublicenses in specified circumstances.

The royalties, as determined on a country-by-country and product-by-product basis, are payable until the date that all of the patent rights for that product have expired, the expiration of any market exclusivity period granted by a regulatory body or, in specified circumstances, ten years from the first commercial sale of such product.

The Company has agreed to use commercially reasonable efforts to develop and commercialize at least one product. In the event the Company does not comply with this obligation, Columbia has the option to terminate the license or convert the exclusive patent license to a non-exclusive patent license. Further, in the event the Company does not comply with its obligations under the Stock Purchase Agreement to develop and commercialize products, its rights under the License Agreement may revert to a party to be designated by the Selling Stockholders.

The License Agreement terminates on the date of expiration of all royalty obligations thereunder unless earlier terminated by either party for a material breach, subject to a specified cure period. Vixen may also terminate the License Agreement without cause at any time upon advance written notice to Columbia.

Columbia is responsible for maintaining and prosecuting the patent rights, giving due consideration to the Company’s reasonable comments related thereto.

The foregoing summaries of the Stock Purchase Agreement and the License Agreement are not complete and are qualified in their entirety by reference to the Stock Purchase Agreement and the License Agreement, copies of which will be filed as exhibits to the Company’s Quarterly Report on Form 10-Q for the quarter ending March 31, 2016.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On March 24, 2016, the Acquisition was completed. The information provided in Item 1.01 with respect to the Acquisition is incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 related to the issuance of the Company's common stock to the Selling Stockholders is hereby incorporated by reference under this Item 3.02. The shares of the Company's common stock issued pursuant to the Stock Purchase Agreement were offered and sold in reliance upon an exemption from registration under Section 4(a)(2) of the Securities Act of 1933, as amended (the "**Securities Act**") and Regulation D promulgated under the Securities Act. Each of the Selling Stockholders represented to the Company that they acquired the securities for investment only and not with a view to or for sale in connection with any distribution thereof and appropriate legends were affixed to the securities. The Selling Stockholders also represented to the Company that they were accredited investors as defined in Rule 501 promulgated under the Securities Act.

Item 7.01. Regulation FD Disclosure.

On March 28, 2016, the Company issued a press release announcing its entry into the Stock Purchase Agreement and the closing of the Acquisition. A copy of this press release is furnished herewith as Exhibit 99.1 to this report.

In accordance with general instruction B.2 to Form 8-K, the information in this Item 7.01, including the press release furnished as an exhibit hereto, shall not be deemed to be "filed" for 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, nor shall it be deemed incorporated by reference in any filing under the Securities Act or Exchange Act.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Company, dated March 28, 2016.

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.

ACLARIS THERAPEUTICS, INC.

Date: March 30, 2016

By: /s/ Frank Ruffo
Frank Ruffo
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of the Company, dated March 28, 2016.



Aclaris Therapeutics Acquires Worldwide Rights to Compounds and Key Intellectual Property for Potential Treatment for Hair Loss

Malvern, PA. March 28, 2016 (GLOBE NEWSWIRE) - Aclaris Therapeutics, Inc. (**NASDAQ:ACRS**), a clinical stage specialty pharmaceutical company, today announced that it has entered into an agreement with the stockholders of Vixen Pharmaceuticals, Inc. (Vixen) to acquire all of the stock of Vixen. As a result of this transaction, Aclaris acquired worldwide rights to intellectual property licensed to Vixen by Columbia University covering the use of certain Janus Kinase (JAK) inhibitor compounds for the treatment of alopecia areata, androgenetic alopecia and other dermatological conditions. Aclaris has agreed to make an upfront payment and various development and commercial milestone payments, as well as additional payments on potential sales of products using the acquired intellectual property rights.

In a separate transaction, in November 2015, Aclaris' wholly owned subsidiary, Aclaris Therapeutics International Ltd. (ATIL), entered into a license agreement with JAKPharm LLC and Key Organics. ATIL exclusively licensed worldwide rights to covalently binding, highly selective JAK3 inhibitor compounds and related intellectual property for the treatment of hair loss and other dermatological conditions. ATIL made an upfront payment to JAKPharm and Key Organics and has agreed to make various development milestone payments and tiered royalties on potential sales of products that incorporate the licensed compounds.

These transactions significantly expand Aclaris' JAK inhibitor portfolio and further demonstrate its commitment to the development of potential hair loss treatments.

"The acquisition of the Vixen intellectual property and the licensed JAKPharm and Key Organics compounds solidifies Aclaris' presence in the JAK inhibitor space and allows us to broaden our focus in hair loss to include androgenetic alopecia, often referred to as female or male pattern baldness," said Neal Walker, President and Chief Executive Officer of Aclaris. "With this expansion of our pipeline, we continue to pursue our core strategy of developing and commercializing self-pay aesthetic and medical dermatology products for which there is a significant unmet need."

The discovery of the relationship between JAK inhibition and hair loss was made by a team of researchers at Columbia University, led by Dr. Angela M. Christiano. The potential clinical efficacy of JAK inhibitors in patients with alopecia areata was described in their groundbreaking *Nature Medicine* paper (1), followed by the discovery of a role for JAK inhibitors in triggering the normal hair cycle (2).

"We are delighted to enter into this agreement with Aclaris for the development of JAK inhibitors for alopecia areata, androgenetic alopecia, and other hair loss disorders," said Dr. Christiano. "Aclaris has made a strong commitment to research and development for hair disorders, and we look forward to Aclaris bringing JAK inhibitors to the clinic, particularly for alopecia areata."

About Aclaris Therapeutics, Inc.

Aclaris is a clinical stage specialty pharmaceutical company focused on identifying, developing and commercializing innovative and differentiated drugs to address significant unmet needs in dermatology. The company is based in Malvern, Pennsylvania. For additional information, please visit the company's website at www.aclaristx.com

Cautionary Note Regarding Forward-Looking Statements

Any statements contained in this press release that do not describe historical facts may constitute forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements may be identified by words such as "believe", "expect", "may", "plan", "potential," "will," and similar expressions, and are based on Aclaris' current beliefs and expectations. These forward-looking statements include expectations regarding the expansion of the Aclaris development program in hair loss and the clinical development of JAK inhibitors. These statements involve risks and uncertainties that could cause actual results to differ materially from those reflected in such statements. Risks and uncertainties that may cause actual results to differ materially include uncertainties inherent in the conduct of clinical trials, Aclaris' reliance on third parties over which it may not always have full control, and other risks and uncertainties that are described in the Risk Factors section of Aclaris' Annual Report on Form 10-K for the year ended December 31, 2015, filed with the Securities and Exchange Commission (SEC) on March 23, 2016, and other filings Aclaris makes with the SEC from time to time. These documents are available under the "Financial Information" section of the Investors page of Aclaris' website at <http://www.aclaristx.com>. Any forward-looking statements speak only as of the date of this press release and are based on information available to Aclaris as of the date of this release, and Aclaris assumes no obligation to, and does not intend to, update any forward-looking statements, whether as a result of new information, future events or otherwise.

References

1. Xing, L., Dai, Z., Jabbari, A., Cerise, J.E., Higgins, C.A., Gong, W., de Jong, A., Harel, S., DeStefano, G.M., Rothman, L., Singh P., Petukhova, L., Mackay-Wiggan, J., Christiano, A.M., & Clynes, R. Alopecia areata is driven by cytotoxic T lymphocytes and is reversed by JAK inhibition. *Nat. Med.* 20, 1043–1049 (2014).
2. Harel S., Higgins C.A., Cerise J.E., Dai Z., Chen J.C., Clynes R., & Christiano A.M. Pharmacologic inhibition of JAK-STAT signaling promotes hair growth. *Sci Adv.* 1, e1500973 (2015).

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