

**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): September 9, 2022**

**Vera Therapeutics, Inc.**  
(Exact name of registrant as specified in its charter)

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

**001-40407**  
(Commission  
File Number)

**81-2744449**  
(I.R.S. Employer  
Identification No.)

**8000 Marina Boulevard, Suite 120**  
**Brisbane, California**  
(Address of principal executive offices)

**94005**  
(Zip Code)

**(650) 770-0077**  
(Registrant's telephone number, including area code)

**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:

- 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
<b>Class A common stock, \$0.001 par value per share</b>	<b>VERA</b>	<b>The Nasdaq Stock Market LLC</b>

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 1.01 Entry into a Material Definitive Agreement.**

On September 9, 2022, Vera Therapeutics, Inc. (the “Company”) entered into an amendment (the “Amendment”) to that certain License Agreement by and between Novartis Pharma AG, as successor-in-interest to Novartis International Pharmaceutical AG (“Novartis”), and the Company, as the assignee of Amplyx Pharmaceuticals, Inc., dated August 26, 2019, as amended (the “License Agreement”). The Amendment modified certain of the milestone payments that the Company is obligated to make to Novartis pursuant to the License Agreement such that the Company will be obligated to make milestone payments to Novartis in an aggregate amount of up to \$62.0 million. Pursuant to the Amendment, the Company is obligated to issue to Novartis 283,034 shares of its Class A common stock (the “Shares”), which number of Shares was calculated based on dividing \$7,000,000 by the closing sales price of the Company’s Class A common stock on the day prior to the date of the Amendment, plus a 20% premium, rounded to the nearest whole share. The closing of the issuance of the Shares is expected to take place on or about September 13, 2022.

The Amendment is attached as Exhibit 10.1 hereto. The description of the terms of the Amendment is not intended to be complete and is qualified in its entirety by reference to the exhibit, which is incorporated by reference herein.

**Item 8.01 Other Events.**

Pursuant to the Amendment, on September 9, 2022, the Company filed a final prospectus supplement (the “Prospectus Supplement”) with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 424(b) of the Securities Act of 1933, as amended, as part of the shelf registration statement on Form S-3 (File No. 333-265408) that the Commission declared effective on June 13, 2022. The prospectus supplement (together with the base prospectus attached thereto, the “Prospectus”) relates to the issuance of the Shares to Novartis pursuant to the Amendment.

A copy of the opinion of Cooley LLP, relating to the validity of the Shares to be issued pursuant to the Amendment and Prospectus, is filed with this Current Report on Form 8-K as Exhibit 5.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	<a href="#">Opinion of Cooley LLP.</a>
10.1*	<a href="#">Amendment to License Agreement, dated September 9, 2022, by and between the Company and Novartis Pharma AG.</a>
23.1	<a href="#">Consent of Cooley LLP (included in Exhibit 5.1).</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* Pursuant to Item 601(b)(10) of Regulation S-K, certain portions of this exhibit have been omitted (indicated by “[\*\*\*]”) because the Company has determined that the information is both not material and is the type that the Company treats as private or confidential.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**Vera Therapeutics, Inc.**

Dated: September 9, 2022

By: /s/ Marshall Fordyce, M.D.  
Marshall Fordyce, M.D.  
Chief Executive Officer



Jodie Bourdet  
T: +1 415 693-2054  
jbourdet@cooley.com

September 9, 2022

Vera Therapeutics, Inc.  
8000 Marina Boulevard, Suite 120  
Brisbane, California 94005

Ladies and Gentlemen:

We have acted as counsel to Vera Therapeutics, Inc., a Delaware corporation (the "**Company**"), in connection with the in connection with the offer and sale of 283,034 shares (the "**Shares**") of the Company's Class A common stock, par value \$0.001 per share (the "**Common Stock**"), pursuant to the Registration Statement on Form S-3 (File No. 333-265408) (the "**Registration Statement**") filed with the Securities and Exchange Commission (the "**Commission**") under the Securities Act of 1933, as amended (the "**Act**"), the prospectus included in the Registration Statement (the "**Base Prospectus**") and the prospectus supplement dated September 9, 2022, and filed with the Commission pursuant to Rule 424(b) under the Act (together with the Base Prospectus, the "**Prospectus**"). The Shares are to be issued pursuant to that certain Amendment to the License Agreement, by and between Novartis Pharma AG, as successor-in-interest to Novartis International Pharmaceutical AG, and the Company, as assignee of Amplyx Pharmaceuticals, Inc., dated September 9, 2022 (the "**Amendment**").

In connection with this opinion, we have examined and relied upon (a) the Registration Statement and the Prospectus, (b) the Company's certificate of incorporation and bylaws, each as currently in effect, (c) the Amendment and (d) originals or copies certified to our satisfaction of such records, documents, certificates, memoranda, opinions and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below.

We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies, the accuracy, completeness and authenticity of certificates of public officials and the due authorization, execution and delivery of all documents by all persons other than the Company where authorization, execution and delivery are prerequisites to the effectiveness thereof. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently verified such matters.

Our opinion is expressed only with respect to the General Corporation Law of the State of Delaware. We express no opinion to the extent that any other laws are applicable to the subject matter hereof and express no opinion and provide no assurance as to compliance with any federal or state securities law, rule or regulation.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued against payment therefor as provided in the Amendment, the Registration Statement and the Prospectus, will be validly issued, fully paid and nonassessable.

We consent to the reference of our firm under the caption "Legal Matters" in the Prospectus and to the filing of this opinion as an exhibit to the Current Report on Form 8-K to be filed by the Company with the Commission for incorporation by reference into the Registration Statement.

Cooley LLP 3 Embarcadero Center, 20<sup>th</sup> Floor San Francisco, CA 94111  
t: (415) 693-2000 f: (415) 693-2222 cooley.com



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September 9, 2022  
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This opinion is expressed as of the date hereof, and we disclaim any responsibility to advise you of any changes in the facts stated or assumed herein or of any changes in applicable law. We do not thereby admit that we are within the category of persons whose consent is required under the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Sincerely,

Cooley LLP

By: /s/ Jodie Bourdet  
Jodie Bourdet

Cooley LLP 3 Embarcadero Center, 20<sup>th</sup> Floor San Francisco, CA 94111  
t: (415) 693-2000 f: (415) 693-2222 cooley.com

*Certain identified information has been excluded from this exhibit because it is both not material and is the type that the registrant treats as private or confidential. Information that was omitted has been noted in this document with a placeholder identified by the mark “[\*\*\*]”.*



Mr. Jay Bradner, M.D.  
 President, Novartis Institutes for BioMedical Research  
 c/o Novartis Pharma AG  
 Lichtstrasse 35  
 CH-4065 Basel  
 Switzerland

Novartis Institutes for BioMedical Research, Inc.  
 250 Massachusetts Avenue  
 Cambridge, MA 02139 USA  
 Attn: General Counsel

Re: License Agreement by and between Novartis Pharma AG, as successor-in-interest to Novartis International Pharmaceutical AG (“Novartis”) and Vera Therapeutics, Inc. (“Vera”), as the assignee of Amplyx Pharmaceuticals, Inc., dated August 26, 2019, as amended (the “License Agreement”).

Dear Mr. Bradner,

As you know, Novartis and Vera (as the assignee of Amplyx Pharmaceuticals, Inc.) are parties to the License Agreement, under which Vera obtained from Novartis its rights to, among other things, MAU868. Defined terms used in this letter not defined herein shall have the meanings given to them in the License Agreement.

I am writing to memorize our understanding and agreement to amend Vera’s payment obligations under the License Agreement as follows:

1. The table in Section 8.3(a) of the License Agreement shall be replaced in its entirety as follows:

	Development or Regulatory Milestone	Milestone Payment (in US Dollars)
1.	[***]	[***]
2.	[***]	[***]
3.	[***]	[***]
4.	[***]	[***]
5.	[***]	[***]
6.	[***]	[***]

2. In consideration of the amendment in Section 1 above and subject to Sections 5 and 7 below, Vera will issue to Novartis 283,034 shares of Vera's Class A common stock (as adjusted for any stock splits, stock dividends or similar transactions) (the "Shares"). The Shares will be duly authorized and will be, when issued in the manner described in the letter agreement, legally and validly issued, fully paid, and non-assessable.
3. Section 8.3(b) of the License Agreement shall be replaced in its entirety as follows:
  - (b) [Intentionally Omitted].
4. Section 8.3(e) of the License Agreement shall be replaced in its entirety as follows:
  - (e) Each Milestone in the table above will be paid only once. The total potential Milestone Payments that may be paid under this Section 8.3 is USD\$[\*\*\*].
5. Delivery of the Shares shall be made at 10:00 AM, New York City time, on September 13, 2022, or at such time on such later date not more than three Business Days after the foregoing date as the parties shall designate, which date and time may be postponed by agreement between the parties (such date and time of delivery and payment for the Shares being herein called the "Closing Date"). As used herein, "Business Day" shall mean any day other than a Saturday, a Sunday or a legal holiday or a day on which banking institutions or trust companies are authorized or obligated by law to close in New York City. Delivery of the Shares shall be made to Novartis. Delivery of the Shares shall be made through the facilities of The Depository Trust Company.
6. Vera meets the requirements for use of Form S-3 under the Securities Act of 1933, as amended ("Securities Act") and has prepared and filed with the U.S. Securities and Exchange Commission ("SEC") a registration statement on Form S-3 (File No. 333- 265408), including a related base prospectus, for the registration of the offering and sale of certain of its securities under the Securities Act (the "Registration Statement"). The Registration Statement has become effective. Vera has filed with the SEC, pursuant to Rule 424(b), a final prospectus supplement relating to the offer and sale of the Shares, which has previously been furnished to Novartis. All expenses incurred by Vera in complying with this Section 6 shall be borne by Vera. All (a) selling commissions and discounts applicable to the resale of the Shares, and (b) taxes and all fees and expenses of legal counsel for Novartis relating to (i) issuance and sale of the Shares; and (ii) registration thereof, shall be borne by Novartis.
7. On the Closing Date: (i) the final prospectus supplement shall have been filed in the manner and within the time period required by Rule 424(b); any material required to be filed by Vera pursuant to Rule 433(d) shall have been filed with the SEC within the applicable time periods prescribed for such filings by Rule 433; and no stop order suspending the effectiveness of the Registration Statement or any notice objecting to its use shall have been issued and no proceedings for that purpose shall have been instituted or threatened, and (ii) the Shares shall have been listed and admitted and authorized for trading on the Nasdaq Global Market.

8. Except for the sections of the License Agreement specifically amended hereunder, all terms and conditions of the License Agreement remain and shall remain in full force and effect. This letter shall be governed and construed under the laws of the State of New York, USA, without giving effect to the conflicts of laws provision thereof. This letter may be executed in two or more counterparts, each of which will be deemed an original, but all of which together will constitute one and the same instrument. Signatures provided by facsimile transmission or in Adobe Portable Document Format (.pdf) sent by electronic mail shall be deemed to be original signatures.



Please confirm Novartis's agreement to the foregoing by countersigning this letter and delivering it to my attention. Thank you.

Sincerely,

Vera Therapeutics, Inc.

By: /s/ Marshall Fordyce  
Marshall Fordyce, M.D.  
Chief Executive Officer

Date: September 9, 2022

Accepted and agreed:

Novartis Pharma AG:

By: /s/ Yves Kesch  
Name: Yves Kesch  
Title: Authorized Signatory  
Date: September 8, 2022

By: /s/ Petra Grohmann-Moesching  
Name: Petra Grohmann-Moesching  
Title: Authorized Signatory  
Date: September 6, 2022