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**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): **December 20, 2019**

**NABRIVA THERAPEUTICS PLC**

(Exact name of registrant as specified in its charter)

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

**001-37558**  
(Commission File Number)

**Not Applicable**  
(I.R.S. Employer Identification  
No.)

**25-28 North Wall Quay,  
IFSC, Dublin 1, Ireland**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

Registrant's telephone number, including area code: **(610) 816-6640**

**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):

- 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
Ordinary Shares, nominal value \$0.01 per share	NBRV	The Nasdaq Global 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).

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.

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**Item 8.01. Other Events.**

As previously reported, on December 20, 2019, Nabriva Therapeutics plc (the “Company”) entered into a securities purchase agreement with certain institutional investors pursuant to which the Company agreed to issue and sell in a registered direct offering an aggregate of 13,793,106 ordinary shares (the “Shares”), \$0.01 nominal value per share, and accompanying warrants (the “Warrants”) to purchase up to an aggregate of 13,793,106 ordinary shares.

The Shares and the Warrants are being issued and sold pursuant to a shelf registration statement on Form S-3 that was originally filed by the Company with the Securities Exchange Commission (the “SEC”) on [March 16, 2018](#) and declared effective by the SEC on [April 27, 2018](#) (File No. 333-223739).

A copy of the legal opinion of A&L Goodbody as to the legality of the Shares and the shares issuable on exercise of the Warrants is attached as Exhibit 5.1 hereto, and a copy of the legal opinion of Wilmer Cutler Pickering Hale and Dorr LLP as to the enforceability of the Warrants is attached as Exhibit 5.2 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
<a href="#">5.1</a>	<a href="#">Opinion of A&amp;L Goodbody, Irish counsel to Nabriva Therapeutics plc</a>
<a href="#">5.2</a>	<a href="#">Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, U.S. counsel to Nabriva Therapeutics plc</a>
<a href="#">23.1</a>	<a href="#">Consent of A&amp;L Goodbody (contained in Exhibit 5.1 above)</a>
<a href="#">23.2</a>	<a href="#">Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.2 above)</a>

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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.

NABRIVA THERAPEUTICS PLC

Date: December 23, 2019

By: /s/ Gary Sender

Gary Sender  
Chief Financial Officer

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**A&L Goodbody Solicitors**  
 International Financial Services Centre  
 25-28 North Wall Quay, Dublin 1  
 D01 H104  
 T +353 1 649 2000  
 Dx: 29 Dublin | www.algoodbody.com

Dublin  
 Belfast  
 London  
 New York  
 San Francisco  
 Palo Alto

Date | 23 December 2019

Our Ref | RML/AH 01432200

Your Ref |

Nabriva Therapeutics plc  
 25-28 North Wall Quay  
 Dublin 1  
 Ireland

Re: Nabriva Therapeutics plc (the **Company**)

Dear Sirs

We are acting as Irish counsel to the Company, a public limited company incorporated under the laws of Ireland (registered number 599588), in connection with the issuance by the Company of up to 13,793,106 ordinary shares, par value \$0.01 per share (the **Shares**) and 13,793,106 warrants to purchase ordinary shares (the **Warrants**) and the ordinary shares issuable upon exercise of the Warrants, the **Warrant Shares**) pursuant to (i) a registration statement on Form S-3 (File No. 333-223739) filed by the Company, on 16 March 2018, with the U.S. Securities and Exchange Commission (the **SEC**) under the Securities Act of 1933, as amended (the **Securities Act**), as amended on 9 April 2018, (the **Registration Statement**) and the prospectus contained therein (the **Base Prospectus**) for the registration of, among other things, ordinary shares, par value \$0.01 per share, of the Company, which may be issued from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act at an initial aggregate offering price not to exceed \$225,000,000; and (ii) the prospectus supplement dated 20 December 2019 (the **Prospectus Supplement**, and together with the Base Prospectus, the **Prospectus**) relating to the issuance by the Company of the Shares, the Warrants and the Warrant Shares.

H.C. Wainwright & Co., LLC has acted as placement agent (the **Placement Agent**) to this proposed equity offering, as documented in securities purchase agreements between the Company and each of the Purchasers dated 20 December 2019 (the **Securities Purchase Agreements**).

In connection with this Opinion, we have examined and relied upon copies of:

- the Registration Statement;
- the Prospectus; and
- copies of such corporate records of the Company as we have deemed necessary as a basis for the opinions hereinafter expressed.

In rendering this Opinion, we have examined, and have assumed the truth and accuracy of the contents of, such documents and certificates of officers of the Company and of public officials as to factual matters and have conducted such searches, as of the date hereof, in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this Opinion but have made no independent investigation regarding such factual matters. In our examination we have assumed the (continued) truth and accuracy of the information contained in such documents, the genuineness of all signatures, the authenticity of all documents submitted to us as originals,

the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such documents.

PM Law • CE Gill • JG Grennan • J Coman • PD White • VJ Power • LA Kennedy • SM Doggett • B McDermott • C Duffy • PV Maher • S O'Riordan • MP McKenna • KA Feeney M Sherlock • EP Conlon • E MacNeill • KP Allen • EA Roberts • C Rogers • G O'Toole • JN Kelly • N O'Sullivan • MJ Ward • AC Burke • D Widger • C Christle • S O'Croinin • JW Yarr • DR Baxter A McCarthy • JF Whelan • JB Somerville • MF Barr • AM Curran • A Roberts • M Dale • RM Moore • D Main • J Cahir • M Traynor • PM Murray • P Walker • K Furlong • PT Fahy D Inverarity • M Coghlan • DR Francis • A Casey • B Hosty • M O'Brien • L Mulleady • K Ryan • E Hurley • G Stanley • D Dagostino R Grey • R Lyons • J Sheehy • C Morrissey C Carroll • SE Carson • P Diggin • J Williams • A O'Beirne • MD Cole • G Conheady • J Dallas • SM Lynch • M McElhinney • C Owens • AD Ion • K O'Connor • JH Milne • T Casey • M Doyle CJ Comerford • R Marron • D Berkery • K O'Shaughnessy • S O'Connor • SE Murphy • D Nangle • L Butler • A Lawler • C Ó Conluain • N McMahon • HP Brandt • A Sheridan

Consultants: SW Haughey • Professor JCW Wylie • AF Browne • MA Greene • AV Fanagan

- 1 We have further assumed that:
  - 1.1 that the memorandum and articles of association of the Company as adopted on 23 June 2017 and as are available in the Irish Companies Registration Office (**CRO**) as at the date of this Opinion are correct and up to date;
  - 1.2 that there are no agreements or arrangements in existence which in any way amend or vary the terms of the Securities Purchase Agreements or the Warrants;
  - 1.3 the accuracy and completeness of all information appearing on public records;
  - 1.4 none of the resolutions and authorities of the board of directors, any committee of the board of directors or shareholders of the Company upon which we have relied have been or will be varied, amended or revoked in any respect or have expired and that the Shares, Warrants and Warrant Shares will be issued in accordance with such resolutions and authorities;
  - 1.5 the Shares and Warrants have not been offered to investors in the European Economic Area; and
  - 1.6 the absence of fraud on the part of the Company and its respective officers, employees, agents and advisers and that the Company will issue the Shares, Warrants and Warrant Shares in good faith, for its legitimate and bona fide business purposes. We have further assumed that: (i) the Company will be fully solvent at the time of and immediately following the issue of any Shares, Warrants or Warrant Shares; (ii) no resolution or petition for the appointment of a liquidator or examiner will be passed or presented prior to the issue of any Shares, Warrants or Warrant Shares; (iii) no receiver will have been appointed in relation to any of the assets or undertaking of the Company prior to the issue of any Shares, Warrants or Warrant Shares and (iv) no composition in satisfaction of debts, scheme of arrangement, or compromise or arrangement with creditors or members (or any class of creditors or members) will be proposed, sanctioned or approved in relation to the Company prior to the issue of the Shares, Warrants or Warrant Shares.
- 2 Subject to the foregoing and to the within additional qualifications and assumptions, we are of the opinion that:
  - 2.1 the Company is duly incorporated under the laws of Ireland and subject to suit in its own name. Based only on searches carried out in the CRO, the Judgments Office of the High Court and the Central Office of the High Court on 23 December 2019, the Company is validly existing under the laws of Ireland and no steps have been taken or are being taken to appoint a receiver, examiner or liquidator over the Company or to wind up the Company;
  - 2.2 the Company has the necessary power and authority, and all necessary corporate and other action has been taken, to enable it to execute, deliver and perform the obligations undertaken by it under the Securities Purchase Agreements and the Warrants;
  - 2.3 the Shares, when issued in accordance with the Securities Purchase Agreements including the payment of the relevant subscription amounts, will be duly authorised, validly issued, fully paid and will not be subject to calls for any additional payments (non-assessable);
  - 2.4 the Warrants to be issued by the Company to the Purchasers have been duly authorised for issuance and, upon payment of the Subscription Amount by each of the Purchasers, will be validly issued, duly authorised, and not subject to calls for any additional payments (non-assessable); and

- 2.5 the Warrant Shares to be issued by the Company to the Purchasers have been duly authorised for issuance and, upon payment of the exercise price pursuant to the terms of the Warrants, will be validly issued, duly authorised, fully paid up and not subject to calls for any additional payments (non-assessable).
- 3 The opinions set forth in this Opinion are given subject to the qualification that the searches referred to in paragraph 2.1 do not necessarily reveal whether or not a prior charge has been created or a resolution has been passed or a petition presented or any other action taken for the winding-up of, or the appointment of a receiver or an examiner to, a Company.

In rendering this Opinion we have confined ourselves to matters of Irish law. We express no opinion on any laws other than the laws of Ireland (and the interpretation thereof) in force as at the date hereof. This Opinion speaks only as of its date. We are not under any obligation to update this Opinion from time to time, nor to notify you of any change of law, facts or circumstances referred to or relied upon in the giving of this Opinion.

This Opinion is given solely for the benefit of the addressee of this Opinion and may not be relied upon by any other person without our prior written consent, provided, however, that it may be relied upon by persons entitled to rely on it pursuant to applicable provisions of US federal securities laws.

This Opinion is also strictly confined to the matters expressly stated herein and is not to be read as extending by implication or otherwise to any other matter.

We hereby consent to the filing of this Opinion with the SEC as an exhibit to the Company's Current Report on Form 8-K filed with the SEC on 23 December 2019 and to the use of our name therein and in the related Prospectus Supplement under the caption "Legal Matters".

The Opinion is governed by and construed in accordance with the laws of Ireland.

Yours faithfully

/s/ A&L Goodbody

**A&L Goodbody**

WILMERHALE

December 23, 2019

+1 212 230 8800 (t)  
+1 212 230 8888 (f)  
wilmerhale.comNabriva Therapeutics plc  
25-28 North Wall Quay  
Dublin 1  
IrelandRe: Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is being furnished to you in connection with (i) the Registration Statement on Form S-3 (File No. 333-223739) (the "Registration Statement") filed by Nabriva Therapeutics plc, a public limited company incorporated under the laws of Ireland (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), for the registration of, among other things, ordinary shares (the "Ordinary Shares") of the Company, nominal value \$0.01 per share, and warrants to purchase Ordinary Shares, which may be issued from time to time on a delayed or continuous basis pursuant to Rule 415 under the Securities Act for an aggregate initial offering price not to exceed \$225,000,000, as set forth in the Registration Statement and the prospectus contained therein (the "Base Prospectus") and (ii) the prospectus supplement, dated December 20, 2019 (the "Prospectus Supplement" and, together with the Base Prospectus, the "Prospectus") relating to the issuance and sale pursuant to the Registration Statement of up to 13,793,106 Ordinary Shares (the "Shares"), including Shares issuable upon exercise of an option to purchase additional shares granted by the Company, and warrants (the "Warrants") to purchase up to 13,793,106 Ordinary Shares (the "Warrant Shares"). The Shares and the Warrants are herein collectively referred to as the "Securities."

The Securities are to be offered and sold by the Company pursuant to a securities purchase agreement, dated December 20, 2019 (the "Purchase Agreement"), between the Company and the purchasers named therein (the "Purchasers"), which has been filed with the Commission as Exhibit 10.1 to the Company's Current Report on Form 8-K, filed on December 20, 2019.

We are acting as United States counsel for the Company in connection with the issue and sale by the Company of the Securities. We have examined copies of the Registration Statement and the Prospectus as filed with the Commission. We have also examined and relied upon the Purchase Agreement and the Warrants.

Wilmer Cutler Pickering Hale and Dorr LLP, 7 World Trade Center, 250 Greenwich Street, New York, New York 10007  
Beijing Berlin Boston Brussels Denver Frankfurt London Los Angeles New York Palo Alto San Francisco Washington

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For purposes of this opinion, we have also examined and relied without investigation upon the accuracy of the opinion letter of A&L Goodbody, Irish counsel for Nabriva Therapeutics plc, dated the date hereof and filed as Exhibit 5.1 to Nabriva Therapeutics' Current Report on Form 8-K to be filed on the date hereof.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We have also assumed that (i) the Company is incorporated and validly existing under the laws of the Republic of Ireland; (ii) the Company has all requisite power and authority to execute and deliver, and to perform its obligations under the Purchase Agreement and the Warrants; (iii) the Purchase Agreement has been duly authorized, executed and delivered by the Company under the laws of the Republic of Ireland and (iv) the Warrants have been duly authorized, executed and delivered by the Company under the laws of the Republic of Ireland.

Our opinions set forth below are qualified to the extent that they may be subject to or affected by (i) applicable bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance or similar laws relating to or affecting the rights of creditors generally; (ii) statutory or decisional law concerning recourse by creditors to security in the absence of notice or hearing; (iii) duties and standards imposed on creditors and parties to contracts, including, without limitation, requirements of good faith, reasonableness and fair dealing; and (iv) general equitable principles. We express no opinion as to the availability of any equitable or specific remedy upon any breach of any of the agreements as to which we are opining herein, or any of the agreements, documents or obligations referred to therein, or to the successful assertion of any equitable defenses, inasmuch as the availability of such remedies or the success of any equitable defense may be subject to the discretion of a court. We also express no opinion herein as to any provision of any agreement (a) that may be deemed to or construed to waive any right of the Company; (b) to the effect that rights and remedies are not exclusive, that every right or remedy is cumulative and may be exercised in addition to or with any other right or remedy and does not preclude recourse to one or more other rights or remedies; (c) relating to the effect of invalidity or unenforceability of any provision of an agreement on the validity or enforceability of any other provision thereof; (d) requiring the payment of penalties, consequential damages or liquidated damages; (e) which is in violation of public policy, including, without limitation, any provision relating to indemnification and contribution with respect to securities law matters; (f) which provides that the terms of any agreement may not be waived or modified except in writing; (g) purporting to indemnify any person against his, her or its own negligence or misconduct; or (h) relating to choice of law or consent to jurisdiction. We express no opinion herein as to the laws of any jurisdiction other than the state laws of the State of New York. We have not acted as counsel for the Company with respect to matters of Irish law or other applicable foreign law.

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Based upon and subject to the foregoing, we are of the opinion that when the Warrants have been duly executed by the Company and are delivered and paid for in accordance with the terms and conditions of the Purchase Agreement, the Warrants will constitute valid and binding obligations of the Company.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion with the Commission, in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, as an exhibit to the Current Report on Form 8-K to be filed by the Company on the date hereof in connection with the issuance and sale of the Securities and to the use of our name therein and in the related Prospectus Supplement under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Sincerely,

WILMER CUTLER PICKERING HALE AND DORR LLP

By: /s/ Brian A. Johnson  
Brian A. Johnson, a Partner

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