
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 7, 2018

Alliqua BioMedical, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36278
(Commission File Number)

58-2349413
(IRS Employer
Identification No.)

2150 Cabot Boulevard West, Suite B, Langhorne, Pennsylvania
(Address of principal executive offices)

19047
(Zip Code)

Registrant's telephone number, including area code: (215) 702-8550

1010 Stony Hill Road Suite 200 Yardley, Pennsylvania, 19067
(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))

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 1.02 Termination of a Material Definitive Agreement.

On May 7, 2018, in connection with the completion of the Asset Sale (as defined below), Alliqua BioMedical, Inc. (the “Company”) terminated its Credit Agreement and Guaranty (the “Credit Agreement”), dated as of May 29, 2015, as amended, by and among the Company, AquaMed Technologies, Inc., a wholly owned subsidiary of the Company (“Guarantor”), and Perceptive Credit Holdings LP (“Perceptive”). The Credit Agreement provided for a senior secured term loan in a single borrowing to the Company in the principal amount of approximately \$15.5 million. The full unpaid principal amount of the term loan was to mature on May 29, 2019. In connection with the termination of the Credit Agreement, the Company also paid to Perceptive an exit fee in the amount of \$242,695.60 and a prepayment premium of \$242,695.60.

The Company also terminated the related Pledge and Security Agreement, dated as of May 29, 2015, by and among the Company, Guarantor and Perceptive.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On May 7, 2018, the Company completed the sale (the “Asset Sale”) of substantially all of its assets to Celularity, Inc. (the “Buyer”), including certain assets comprising its MIST, Biovance and Interfyl product lines (the “Purchased Assets”) pursuant to the terms of the Asset Purchase Agreement, dated January 5, 2018 (the “Asset Purchase Agreement”) with Buyer. As consideration for the Purchased Assets, Buyer paid a purchase price of \$29 million in cash. No debt or significant liabilities were assumed by Buyer in the Asset Sale.

Under the terms of the Asset Purchase Agreement, the Company retained certain specified assets, including, among other things, cash, accounts receivable and its hydrogel contract manufacturing business, including its SilverSeal and Hydress product lines.

The foregoing description of the Asset Purchase Agreement and the Asset Sale does not purport to be complete and is qualified in its entirety by reference to the Asset Purchase Agreement which was filed with the Securities and Exchange Commission (the “SEC”) as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the SEC on January 5, 2018 and is incorporated herein by reference.

Item 8.01 Other Events.

On May 7, 2018, the Company issued a press release in which it announced that it completed the Asset Sale pursuant to the Asset Purchase Agreement. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.**(b) Pro Forma Financial Information**

The Company’s unaudited pro forma consolidated financial information for the years ended December 31, 2017 and 2016 included in the Company’s definitive proxy statement filed with the SEC on March 30, 2018, beginning on page 65 is incorporated herein by reference.

(d) Exhibits

Exhibit Number	Description
<u>2.1*</u>	<u>Asset Purchase Agreement, dated January 5, 2018, between Alliqua BioMedical, Inc. and Celularity Inc. (incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed on January 5, 2018).</u>
<u>99.1</u>	<u>Press Release, dated May 7, 2018, issued by Alliqua BioMedical, Inc.</u>
<u>99.2</u>	<u>Unaudited pro forma financial information of the Company (incorporated by reference to the Company’s definitive proxy statement filed on March 30, 2018).</u>

* Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company agrees to furnish supplementally to the Securities and Exchange Commission a copy of any omitted schedule upon request, subject to the Company’s right to request confidential treatment of any requested schedule.

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.

ALLIQUA BIOMEDICAL, INC.

Dated: May 7, 2018

By: /s/ Joseph Warusz

Name: Joseph Warusz

Title: Chief Financial Officer

May 7, 2018



Alliqua BioMedical, Inc. Announces Closing Asset Sale to Celularity Inc.

Alliqua to return capital to shareholders

Alliqua Retains H.C. Wainwright and Co. to evaluate strategic options

LANGHORNE, Pa., May 07, 2018 (GLOBE NEWSWIRE) -- Alliqua BioMedical, Inc. (Nasdaq:ALQA) ("Alliqua" or "the Company"), a provider of advanced wound care products, today announced that it has completed its previously announced asset sale to Celularity Inc. of its property, assets and rights relating to the Company's advanced biologic wound care business, UltraMist® Therapy System and other therapeutic ultrasound platform products.

"We are excited about the completion of the transaction, which will now allow Alliqua to focus on maximizing the value of its remaining assets", said David Johnson, CEO of Alliqua.

Alliqua intends to return capital back to its stockholders on a per share basis of between \$1.40 per share to \$1.80 per share in the fourth quarter of 2018. In addition, Alliqua recently engaged H.C. Wainwright & Co. to provide a range of advisory services to the Company aimed to seek and evaluate strategic alternatives for Alliqua, including acquisition, merger, strategic partnership or other strategic transactions.

About Alliqua BioMedical, Inc.

Alliqua can provide a custom manufacturing solution to partners in the medical device; cosmetics; and OTC industry, utilizing its proprietary hydrogel technology. Alliqua's electron beam production process, located at its 16,500 square foot GMP manufacturing facility in Langhorne, PA, allows Alliqua to custom manufacture a wide variety of hydrogels. Alliqua's hydrogels can be customized for various transdermal applications to address market opportunities in the treatment of wounds as well as the delivery of numerous drugs or other agents for pharmaceutical and cosmetic industries.

For additional information, please visit <http://www.alliqua.com>. To receive future press releases via email, please visit <https://ir.stockpr.com/alliqua/email-alerts>.

About Celularity Inc.:

Celularity, headquartered in Warren, New Jersey, is a biotechnology company that has leading-edge technology and an associated intellectual property portfolio that uniquely positions Celularity to harness the power of the placenta. Their asset portfolio consists of more than 800 granted patents worldwide, as well as pre-clinical and clinical assets including CAR constructs for allogeneic CAR-T/NK products, and commercial stage biosourcing and functional regeneration businesses. For more information, please visit www.celularity.com. Follow Celularity on Social Media: @Celularity.

Legal Notice Regarding Forward-Looking Statements

This release contains forward-looking statements. Forward-looking statements are generally identifiable by the use of words like “may,” “will,” “should,” “could,” “expect,” “anticipate,” “estimate,” “believe,” “intend,” or “project” or the negative of these words or other variations on these words or comparable terminology. The reader is cautioned not to put undue reliance on these forward-looking statements, as these statements are subject to numerous factors and uncertainties outside of our control that can make such statements untrue, including, but not limited to, the adequacy of the Company’s liquidity to pursue its complete business objectives; inadequate capital; the Company’s ability to obtain reimbursement from third party payers for its products; loss or retirement of key executives; adverse economic conditions or intense competition; loss of a key customer or supplier; entry of new competitors and products; adverse federal, state and local government regulation; technological obsolescence of the Company’s products; technical problems with the Company’s research and products; the Company’s ability to expand its business through strategic acquisitions; the Company’s ability to integrate acquisitions and related businesses; price increases for supplies and components; and the inability to carry out research, development and commercialization plans. In addition, other factors that could cause actual results to differ materially are discussed in our filings with the SEC, including our Annual Report on Form 10-K and our Quarterly Reports on Form 10-Q. Investors and security holders are urged to read these documents free of charge on the SEC’s web site at <http://www.sec.gov>. We undertake no obligation to publicly update or revise our forward-looking statements as a result of new information, future events or otherwise.

Investor Relations Alliqua:
Joe Warusz, Chief Financial Officer
ir@alliqua.com



Source: Alliqua BioMedical, Inc
