

---

---

**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 12, 2020

---

**Immunovant, Inc.**

(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction  
of incorporation)

001-38906  
(Commission  
File Number)

83-2771572  
(IRS Employer  
Identification No.)

320 West 37th Street  
New York, NY  
(Address of principal executive offices)

10018  
(Zip Code)

Registrant's telephone number, including area code: (917) 580-3099

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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
Common Stock, \$0.0001 par value per share	IMVT	The Nasdaq Stock Market LLC
Warrants to receive one half of one share of Common Stock	IMVTW	The Nasdaq Stock Market LLC
Units, each consisting of one share of Common Stock and one Warrant to receive one half of one share of Common Stock	IMVTU	The Nasdaq Stock Market LLC

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 3.02 Unregistered Sales of Equity Securities.**

On May 14, 2020, Immunovant, Inc. (“Immunovant”) issued a press release announcing that it had achieved the first milestone earnout of 10,000,000 shares (the “Earnout Shares”) of Immunovant common stock (the “Common Stock”) issuable to the former stockholders of Immunovant Sciences Ltd. (the “Sellers”) pursuant to the Share Exchange Agreement, dated as of September 29, 2019 (the “Share Exchange Agreement”), by and among Health Sciences Acquisitions Corporation (“HSAC”), Immunovant Sciences Ltd., the Sellers and Roivant Sciences Ltd., as representative of the Sellers, relating to the business combination with HSAC (the “Business Combination”). A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

As previously disclosed, pursuant to the Share Exchange Agreement, the Sellers were entitled to receive an additional 10,000,000 shares of Common Stock after the closing of the Business Combination if the volume-weighted average price of the Common Stock was equal to or exceeded \$17.50 per share for any 20 trading days within any 30 trading-day period prior to March 31, 2023. This condition was met as of May 12, 2020. In addition, upon the satisfaction of this condition, 900,000 shares of Common Stock held by HSAC’s sponsor, Health Sciences Holdings, LLC, vested and are no longer subject to forfeiture.

The Earnout Shares are being issued in reliance upon an exemption from the registration requirements pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended.

**Item 8.01 Other Events.**

On May 14, 2020, Immunovant issued a press release announcing the redemption of all of its outstanding warrants (the “Warrants”) to purchase shares of Common Stock that were issued under the Warrant Agreement, dated May 9, 2019, by and between HSAC and Continental Stock Transfer & Trust Company, as warrant agent (the “Warrant Agreement”), as part of the units sold in HSAC’s initial public offering. A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

A copy of the Notice of Redemption delivered by Immunovant is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

Neither this Current Report on Form 8-K, the press release attached hereto as Exhibit 99.1 nor the Notice of Redemption attached hereto as Exhibit 99.2 constitutes an offer to sell or the solicitation of an offer to buy any securities of Immunovant, and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.**

99.1	<a href="#">Press Release, dated May 14, 2020.</a>
99.2	<a href="#">Notice of Redemption, dated May 14, 2020.</a>

---

**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.

Date: May 14, 2020

**IMMUNOVANT, INC.**

By: /s/ Peter Salzmann, M.D.  
Peter Salzmann, M.D.  
Chief Executive Officer

**Immunovant Announces Redemption of Warrants and Achievement of First Earnout Milestone under  
Share Exchange Agreement**

**NEW YORK, May 14, 2020 (GLOBE NEWSWIRE)** – Immunovant, Inc. (Nasdaq: IMVT), a clinical-stage biopharmaceutical company focused on enabling normal lives for patients with autoimmune diseases, today announced that holders of its 11.5 million outstanding warrants will have until 5:00 p.m., New York City time, on June 15, 2020 to exercise their warrants. The 11.5 million warrants are exercisable for an aggregate of 5.75 million shares of Immunovant’s common stock at a price of \$11.50 per share, representing a total of \$66.125 million in potential proceeds to Immunovant. Pursuant to the warrant agreement, Immunovant is entitled to redeem all of the outstanding warrants if the last sale price of its common stock is at least \$16.50 per share on each of 20 trading days within any 30 trading-day period. This share price performance target was achieved on May 11, 2020. Any warrants that remain unexercised immediately after 5:00 p.m., New York City time, on June 15, 2020 will be void and no longer exercisable, and the holders of those warrants will be entitled to receive \$0.01 per warrant.

Warrants must be exercised for a whole number of shares at a price of \$11.50 per share and, as a result, warrants must be exercised in multiples of two. As a result of the redemption of the outstanding warrants, Immunovant’s warrants and units will each cease to be listed on the Nasdaq Capital Market, effective at the close of trading on June 15, 2020. Holders of warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their warrants since the process to exercise is voluntary.

At 5:00 p.m., New York City time, on June 15, 2020, Immunovant’s outstanding units will be mandatorily separated into their component parts – one share of common stock and one warrant to purchase one-half of one share of common stock – and the warrants and units will cease trading. As a result, at 5:00 p.m., New York City time, on June 15, 2020, each unit holder’s account, in lieu of units, will reflect ownership of the number of shares of common stock underlying such holder’s units. The shares of common stock underlying the warrants have been registered by Immunovant under the Securities Act of 1933, as amended, and are covered by a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-235975).

Questions concerning redemption and exercise of the warrants can be directed to Continental Stock Transfer & Trust Company, 1 State Street, New York, New York 10004, Attention: Compliance Department, telephone number (212) 509-4000. For a copy of the notice of redemption sent to the holders of the warrants and a prospectus relating to the shares of common stock issuable upon exercise of the warrants, please send an email request to [info@immunovant.com](mailto:info@immunovant.com)

In addition to the warrant redemption, Immunovant announced today that it has satisfied the criteria to issue 10 million shares of common stock to the former shareholders of Immunovant Sciences Ltd. (the “Sellers”), the first earnout milestone under the Share Exchange Agreement, dated September 29, 2019, by and among Health Sciences Acquisitions Corporation (“HSAC”), Immunovant Sciences Ltd., the Sellers and Roivant Sciences Ltd., as representative of the Sellers.

The Sellers were entitled to receive an additional 10 million shares of common stock after the closing of the business combination with HSAC in December 2019 if the volume-weighted average price of the common stock was at least \$17.50 per share for each of 20 trading days within any 30 trading-day period prior to March 31, 2023. This condition was met as of May 12, 2020.

---

**No Offer or Solicitation**

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities of Immunovant, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful.

**About Immunovant, Inc.**

Immunovant, Inc. is a clinical-stage biopharmaceutical company focused on enabling normal lives for patients with autoimmune diseases. Immunovant is developing IMVT-1401, a novel, fully human anti-FcRn monoclonal antibody, as a subcutaneous injection for the treatment of autoimmune diseases mediated by pathogenic IgG antibodies.

**Forward-Looking Statements**

This press release contains forward-looking statements for the purposes of the safe harbor provisions under The Private Securities Litigation Reform Act of 1995 and other federal securities laws. The use of words such as “may,” “might,” “will,” “would,” “should,” “expect,” “believe,” “estimate,” and other similar expressions are intended to identify forward-looking statements. For example, all statements Immunovant makes regarding the potential proceeds from the exercise of warrants and Immunovant’s progress towards its vision of enabling normal lives for patients with autoimmune diseases are forward-looking statements. All forward-looking statements are based on estimates and assumptions by Immunovant’s management that, although Immunovant believes to be reasonable, are inherently uncertain. All forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from those that Immunovant expected. Such risks and uncertainties include, among others, initial results or other preliminary analyses or results of early clinical trials may not be predictive final trial results or of the results of later clinical trials; the availability of data from clinical trials; the expectations for regulatory submissions and approvals; the continued development of Immunovant’s product candidates; Immunovant’s scientific approach and general development progress; the availability and commercial potential of Immunovant’s product candidates including the size of potentially addressable markets and degree of market acceptance; and the potential impact of the recent COVID-19 pandemic on Immunovant’s clinical development plans and timelines. These statements are also subject to a number of material risks and uncertainties that are described under the section titled “Risk Factors” in Immunovant’s Form 10-Q filed with the Securities and Exchange Commission (the “SEC”) on February 14, 2020, and Immunovant’s subsequent filings with the SEC. Any forward-looking statement speaks only as of the date on which it was made. Immunovant undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

**Contact:**

John Strumbos, PhD, MBA  
Vice President, Finance  
Immunovant, Inc.  
[info@immunovant.com](mailto:info@immunovant.com)

May 14, 2020

**NOTICE OF REDEMPTION OF WARRANTS (CUSIP 45258J110)**

Dear Warrant Holder,

Immunovant, Inc. (the “*Company*”) hereby gives notice that it is redeeming, at 5:00 p.m., New York City time, on June 15, 2020 (the “*Redemption Date*”), all of the Company’s outstanding warrants (the “*Warrants*”) to purchase shares of the Company’s common stock, par value \$0.0001 per share (the “*Common Stock*”), that were issued under the Warrant Agreement, dated May 9, 2019, by and between the Company’s predecessor company, Health Sciences Acquisitions Corporation (“*HSAC*”), and Continental Stock Transfer & Trust Company, as warrant agent (the “*Warrant Agreement*”), as part of the units (the “*Units*”) sold in HSAC’s initial public offering (“*IPO*”) for a redemption price of \$0.01 per Warrant (the “*Redemption Price*”). Each Warrant entitles the holder thereof to purchase one-half of one share of Common Stock. Pursuant to the Warrant Agreement, a holder must exercise its Warrants only for a whole number of shares of Common Stock at a price of \$11.50 per share and, as a result, a holder must exercise its Warrants in multiples of two. Any Warrants that remain unexercised at 5:00 p.m., New York City time, on the Redemption Date will be void and no longer exercisable and their holders will have no rights with respect to those Warrants, except to receive the Redemption Price.

Additionally, at 5:00 p.m. New York City time on the Redemption Date, the Company’s outstanding Units will be mandatorily separated into their component parts—one share of Common Stock and one Warrant to purchase one-half of one share of Common Stock—and the Warrants and Units will cease trading on the Nasdaq Capital Market (the “*Nasdaq*”). As a result, at 5:00 p.m. New York City time on the Redemption Date, each Unit holder’s account, in lieu of Units, will reflect ownership of the number of shares of Common Stock underlying such holder’s Units.

The Warrants are listed on Nasdaq under the symbol “IMVTW.” On May 11, 2020, the last sales price of the Warrants was \$5.60 per Warrant and the last sales price of the Common Stock was \$22.72 per share.

**TERMS OF REDEMPTION; CESSATION OF RIGHTS**

**The rights of the Warrant holders to exercise their Warrants will terminate immediately prior to 5:00 p.m., New York City time, on the Redemption Date.** At 5:00 p.m., New York City time, on the Redemption Date and thereafter, holders of unexercised Warrants will have no rights with respect to those Warrants, except to receive, upon surrender of their Warrant certificates, the Redemption Price. We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your Warrants. **Note that the act of exercising is VOLUNTARY, meaning holders must instruct their broker to submit the Warrants for exercise.**

The Company is exercising this right to redeem the Warrants pursuant to Section 6 of the Warrant Agreement. Pursuant to Section 6.1 of the Warrant Agreement, the Company has the right to redeem all of the outstanding Warrants if the last sales price of the Common Stock equals or exceeds \$16.50 per share on each of 20 trading days within any 30-day trading period ending on the third business day prior to the date on which a notice of redemption is given. The last sales price of the Common Stock has been at least \$16.50 per share on each of 20 trading days within the 30-day trading period ending on May 11, 2020 (which is the third business day prior to the date of this redemption notice).

## EXERCISE PROCEDURE

**Warrant holders have until 5:00 p.m., New York City time, on the Redemption Date to exercise their Warrants to purchase Common Stock. Warrants may only be exercised for cash.** Each Warrant entitles the holder thereof to purchase one-half of one share of Common Stock. Pursuant to the Warrant Agreement, a holder must exercise its Warrants only for a whole number of shares of Common Stock at a price of \$11.50 per share and, as a result, a holder must exercise its Warrants in multiples of two. Payment of the exercise funds may be made by wire transfer of immediately available funds. Wire instructions will be provided to the Depository Trust Company and will otherwise be provided upon request.

**Those who hold their Warrants in “street name” should immediately contact their broker to determine their broker’s procedure for exercising their Warrants since the process to exercise is VOLUNTARY.**

Persons who are holders of record of their Warrants may exercise their Warrants by sending:

1. The Warrant certificate;
2. A fully and properly completed “Election to Purchase” (a form of which is attached hereto as Annex A), duly executed and indicating, among of things, the number of Warrants being exercised; and
3. The exercise funds via wire transfer,

to:

Continental Stock Transfer & Trust Company  
1 State Street, 30th Floor  
New York, NY 10004  
Attention: Compliance Department  
Telephone: (212) 509-4000

The method of delivery of the Warrants is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

**The Warrant certificate, the fully and properly completed Election to Purchase and the exercise funds must be received by Continental Stock Transfer & Trust Company prior to 5:00 p.m., New York City time, on the Redemption Date.** Warrants which are received on or after such time will not be exercised, but will be redeemed.

For holders of Warrants who hold their warrants in “street name,” provided that a Notice of Guaranteed Delivery and the exercise funds are received by Continental Stock Transfer & Trust Company prior to 5:00 p.m., New York City time, on the Redemption Date, broker-dealers shall have two business days to deliver the Warrant to Continental Stock Transfer & Trust Company.

Any Warrant received which is received without the Election to Purchase or the Notice of Guaranteed Delivery having been duly executed and fully and properly completed or the exercise funds being submitted will be deemed to have been delivered for redemption (at \$0.01 per Warrant), and not for exercise.

## PROSPECTUS

A prospectus covering the Common Stock issuable upon the exercise of the Warrants (and the supplements thereto) is included in a registration statement filed with, and declared effective by, the Securities and Exchange Commission (Registration No. 333-235975) (the “**SEC**”). The SEC also maintains an Internet website that contains a copy of this prospectus. The address of this site is [www.sec.gov](http://www.sec.gov). Alternatively, to obtain a copy of the prospectus (and the supplements thereto), please visit our investor relations website at [investors.immunovant.com](http://investors.immunovant.com).

---

**REDEMPTION PROCEDURE**

Payment of the Redemption Price will be made by the Company upon presentation and surrender of the Warrant for payment after 5:00 p.m. New York City time on the Redemption Date. Those who hold their shares in "street name" should contact their broker to determine their broker's procedure for redeeming their Warrants. Persons who are holders of record of their Warrants may redeem their Warrants by delivering their certificates representing their Warrants to:

Continental Stock Transfer & Trust Company  
1 State Street, 30th Floor  
New York, NY 10004  
Attention: Compliance Department  
Telephone: (212) 509-4000

\*\*\*\*\*

Any questions you may have about redemption and exercising your Warrants may be directed to Continental Stock Transfer & Trust Company at its address and telephone number set forth above.

Sincerely,

/s/ W. BRADFORD MIDDLEKAUFF

W. Bradford Middlekauff  
General Counsel & Corporate Secretary



**Annex A**

**ELECTION TO PURCHASE**

To Be Executed by the Registered Holder in Order to Exercise Warrants

The undersigned Registered Holder irrevocably elects to exercise Warrants represented by this Warrant Certificate, and to purchase the shares of Common Stock issuable upon the exercise of such Warrants, and requests that Certificates for such shares shall be issued in the name of

\_\_\_\_\_  
(PLEASE TYPE OR PRINT NAME AND ADDRESS)

\_\_\_\_\_  
(SOCIAL SECURITY OR TAX IDENTIFICATION NUMBER)

and be delivered to \_\_\_\_\_

\_\_\_\_\_  
(PLEASE PRINT OR TYPE NAME AND ADDRESS)

and, if such number of Warrants shall not be all the Warrants evidenced by this Warrant Certificate, that a new Warrant Certificate for the balance of such Warrants be registered in the name of, and delivered to, the Registered Holder at the address stated below:

Dated: \_\_\_\_\_

\_\_\_\_\_  
(SIGNATURE)

\_\_\_\_\_  
(ADDRESS)

\_\_\_\_\_  
(TAX IDENTIFICATION NUMBER)