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

November 25, 2019
Date of Report (Date of earliest event reported)

Health Sciences Acquisitions Corporation
(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-38906**	**83-2771572**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

412 West 15th Street, Floor 9 New York, NY	**10011**
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: **(646) 343-9280**

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

☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading Symbol(s)**	**Name of each exchange on which registered**
Units, each consisting of one share of Common Stock, $0.0001 par value, and one Warrant entitling the holder to receive one half share of Common Stock	HSACU	The Nasdaq Stock Market LLC
Shares of Common Stock, $0.0001 par value, included as part of the Units	HSAC	The Nasdaq Stock Market LLC
Warrants included as part of the Units	HSACW	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

IMPORTANT NOTICES

Participants in the Solicitation

Immunovant Sciences Ltd. ("Immunovant"), Health Sciences Acquisitions Corporation ("HSAC"), and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies from the holders of shares of HSAC common stock in respect of the Business Combination described herein. Information about HSAC's directors and executive officers and their ownership of HSAC common stock is set forth in HSAC's preliminary proxy statement dated November 25, 2019 (the "Preliminary Proxy Statement") filed with the Securities and Exchange Commission (the "SEC"), as modified or supplemented by any Form 3 or Form 4 filed with the SEC since the date of such filing. Other information regarding the interests of the participants in the proxy solicitation are included in the Preliminary Proxy Statement pertaining to the Business Combination. These documents can be obtained free of charge from the sources indicated below.

Additional Information and Where To Find It

In connection with the transaction described herein, HSAC has filed and will file relevant materials with the SEC, including the Preliminary Proxy Statement and a definitive proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, HSAC will mail the definitive proxy statement and a proxy card to each stockholder entitled to vote at the special meeting relating to the transaction. INVESTORS AND SECURITY HOLDERS OF HSAC ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE TRANSACTION THAT HSAC WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT HSAC, IMMUNOVANT AND THE TRANSACTION. The definitive proxy statement, the preliminary proxy statement and other relevant materials in connection with the transaction (when they become available), and any other documents filed by HSAC with the SEC, may be obtained free of charge at the SEC's website (www.sec.gov) or by writing to Health Sciences Acquisitions Corporation, 412 West 15th Street, Floor 9, New York, NY 10011.

Forward-Looking Statements

This Current Report on Form 8-K and the documents incorporated by reference herein (this "Current Report") contain certain "forward-looking statements" within the meaning of "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "target," "believe," "expect," "will," "shall," "may," "anticipate," "estimate," "would," "positioned," "future," "forecast," "intend," "plan," "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Examples of forward-looking statements include, among others, statements made in this Current Report regarding the Business Combination (as defined below) contemplated by the share exchange agreement (the "Share Exchange Agreement") among HSAC, Immunovant, Roivant Sciences Ltd., and the stockholders of HSAC (the "Business Combination"), including the anticipated initial enterprise value and post-closing equity value, the benefits of the Business Combination, integration plans, expected synergies and revenue opportunities, anticipated future financial and operating performance and results, including estimates for growth, the expected management and governance of the combined company, and the expected timing of the Business Combination. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on HSAC and Immunovant managements' current beliefs, expectations and assumptions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Actual results and outcomes may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause actual results and outcomes to differ materially from those indicated in the forward-looking statements include, among others, the following: (1) the occurrence of any event that could give rise to the termination of the Share Exchange Agreement; (2) the outcome of any legal proceedings that may be instituted against HSAC, the combined company, or others following the announcement of the Business Combination and the Share Exchange Agreement; (3) the inability to complete the Business Combination due to the failure to obtain approval of HSAC's stockholders or to satisfy other conditions to closing in the Share Exchange Agreement; (4) changes to the proposed structure of the Business Combination that may be required or appropriate as a result of applicable laws; (5) the ability to meet the Nasdaq Stock Market LLC ("Nasdaq") listing standards following the consummation of the Business Combination; (6) the risk that the Business Combination disrupts current plans and operations of Immunovant as a result of the announcement and consummation of the Business Combination; (7) the ability to recognize the anticipated benefits of the Business Combination, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with third parties and partners, obtain adequate supply of raw materials and retain its management and key employees; (8) costs related to the Business Combination; (9) changes in applicable laws or regulations; (10) the possibility that Immunovant or the combined company may be adversely affected by other economic, business, regulatory, and/or competitive factors; (11) Immunovant's estimates of expenses; (12) the impact of foreign currency exchange rates and interest rates fluctuations on the results of Immunovant or the combined company; and (13) other risks and uncertainties indicated in the Preliminary Proxy Statement and the definitive proxy statement to be filed by HSAC with the SEC in connection with the Business Combination, including those under "Risk Factors" therein, and other documents filed or to be filed from time to time with the SEC by HSAC.

A further list and description of risks and uncertainties can be found in HSAC's Preliminary Proxy Statement and the definitive proxy statement on Schedule 14A that will be filed with the SEC other documents that the parties may file or furnish with the SEC, which you are encouraged to read. Any forward-looking statement made by us in this Current Report is based only on information currently available to HSAC and Immunovant and speaks only as of the date on which it is made. HSAC and Immunovant undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by law.

Item 7.01. Regulation FD Disclosure

Attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 7.01 by reference is a copy of the press release issued by Immunovant on November 25, 2019 announcing the initiation of dosing in ASCEND-GO 2, Immunovant's Phase 2b Trial of IMVT-1401 in patients with Graves' Ophthalmopathy.

Exhibit 99.1 is being furnished pursuant to Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Exchange Act or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act or the Exchange Act.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1*	Press Release dated November 25, 2019

* Furnished but not filed.

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.

Dated November 25, 2019

HEALTH SCIENCES ACQUISITIONS CORPORATION

By: /s/ Roderick Wong
Name: Roderick Wong, MD
Title: Chief Executive Officer

Exhibit 99.1

Immunovant Initiates Dosing in ASCEND-GO 2, a Phase 2b Trial of IMVT-1401 in Patients with Graves' Ophthalmopathy (GO)

- IMVT-1401, a fully human anti-FcRn antibody designed to be administered via subcutaneous injection, is the only anti-FcRn antibody known to be in clinical development for the treatment of GO
- Topline results from the ASCEND-GO 2 program are expected in early 2021
- IMVT-1401 is also being evaluated in ASCEND-MG, an ongoing Phase 2a trial for the treatment of myasthenia gravis, and ASCEND-GO 1, an open-label Phase 2a trial for the treatment of GO

NEW YORK and BASEL, Switzerland, November 25, 2019 /PRNewswire/ – Immunovant, a clinical-stage biopharmaceutical company focused on enabling normal lives for patients with autoimmune diseases, today announced that it has initiated dosing in ASCEND-GO 2, a multicenter, randomized, masked, placebo-controlled Phase 2b clinical trial evaluating IMVT-1401 in patients with moderate-to-severe active Graves' ophthalmopathy (GO). IMVT-1401 is a fully human monoclonal antibody that selectively binds to and inhibits the neonatal Fc receptor (FcRn) and is designed to be delivered by subcutaneous injection.

In the ASCEND-GO 2 trial, 77 patients are expected to receive twelve weekly subcutaneous injections of 680 mg, 340 mg or 255 mg IMVT-1401 or placebo. The primary endpoints of this trial are the proptosis responder rate measured at week 13, defined as the percentage of patients with a $\geq$ 2 mm reduction in proptosis in the study eye without deterioration in the fellow eye, and safety and tolerability. Secondary endpoints include the proptosis responder rate at various timepoints, Clinical Activity Score (CAS) responder rate, mean change from baseline in proptosis, CAS, diplopia, quality-of-life measures, and pharmacokinetics/pharmacodynamics. This trial has been designed without the use of any intravenous induction dosing and does not require dosing at infusion centers. Topline results from this trial are expected in early 2021.

"Graves' ophthalmopathy can be a devastating and sight-threatening disease with a dramatic impact on patients' vision and overall well-being. There is an urgent need for more effective and better tolerated treatment options which can be easily administered by physicians or patients. By depleting the autoantibodies responsible for this condition, IMVT-1401 has the potential to become a foundational therapy for GO and offer patients a convenient subcutaneously-administered treatment option to control their disease," said Dr. Pete Salzmann, CEO of Immunovant.

Immunovant reiterates its previous guidance regarding data releases from the other ongoing and planned Phase 2 clinical trials:

- Initial results from ASCEND-GO 1, an open-label Phase 2a clinical trial of IMVT-1401 for the treatment of GO, are expected in Q1 2020.
- Topline results from ASCEND-MG, an ongoing Phase 2a clinical trial of IMVT-1401 for the treatment of myasthenia gravis, are expected in the 1H 2020.
- Initial results from a Phase 2a clinical trial of IMVT-1401 for the treatment of warm autoimmune hemolytic anemia are expected in Q4 2020.

For more information about the ASCEND-GO 2 trial, please visit www.clinicaltrials.gov. The clinicaltrials.gov identifier is NCT03938545.

About Graves' Ophthalmopathy

Graves' ophthalmopathy, also known as thyroid eye disease, is an autoimmune disorder that affects the muscles and other tissues around the eyes. GO has an estimated annual incidence of 16 per 100,000 women and 2.9 per 100,000 men in North America and Europe. Approximately one in 20 patients with Graves' disease will present with moderate-to-severe GO, which is characterized by swelling and redness of the eyelids, proptosis (protrusion of the eyeball), diplopia (double vision), and, in severe cases, corneal ulceration and decreased visual acuity. GO is most commonly caused by IgG autoantibodies that form against the thyroid-stimulating hormone receptor (TSHR). These antibodies, which also cause Graves' disease, activate certain cell types, such as fibroblasts and adipocytes, that are present in the extraocular space, promoting inflammation and swelling that result in the clinical manifestations of the disease. There are no therapies approved by the U.S. Food and Drug Administration (FDA) for the treatment of GO.

About Immunovant

Immunovant, a member of the Roivant family of companies, 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.

On October 2, 2019, Immunovant announced its plan to merge with Health Sciences Acquisitions Corporation (HSAC), a special purpose acquisition company sponsored by RTW Investments. For further information about Immunovant, please visit www.immunovant.com.

Important Notice Regarding Forward-Looking Statements

This press release contains certain "forward-looking statements" within the meaning of the Securities Act of 1933 and the Securities Exchange Act of 1934, both as amended. Statements that are not historical facts, including statements about the initiation, timing, progress, reporting of results of Immunovant's anticipated and ongoing clinical trials, the potential benefits or advantages of IMVT-1401, anticipated regulatory timelines and the pending business combination between HSAC and the stockholders of Immunovant, are forward-looking statements. These statements are based on management's current expectations. The words "expect," "believe," "estimate," "intend," "plan" and similar expressions indicate forward-looking statements. These forward-looking statements are not guarantees of future performance and are subject to various risks and uncertainties, assumptions (including assumptions about general economic, market, industry and operational factors), known or unknown, which could cause the actual results to vary materially from those indicated or anticipated. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make as a result of various important factors, including, without limitation, those inherent in the preclinical and clinical development process and the regulatory approval process, the risks and uncertainties in commercialization and gaining market acceptance, the risks associated with protecting and defending our intellectual property rights, our reliance on third-parties to conduct clinical and preclinical trials, our reliance on third-party suppliers to manufacture clinical, preclinical and any future commercial supplies of our product candidates, increased regulatory requirements, our ability to provide the financial support and resources necessary to develop our product candidate on the expected timeline, our ability to identify and acquire or in-license new product candidates and competition from others developing products for similar uses. There can be no assurance that the clinical programs for our product candidate will be successful in demonstrating safety and/or efficacy, that we will not encounter problems or delays in clinical development, or that any of our product candidates will ever receive regulatory approval or be successfully commercialized. Except as required by law, we undertake no duty or obligation to update any forward-looking statements contained in this release as a result of new information, future events, changes in expectations or otherwise.

Disclaimer

This communication shall neither constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which the offer, solicitation, or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

Participants in Solicitation

HSAC, Immunovant, and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies from the holders of HSAC common stock in respect of the proposed transaction. Information about HSAC's directors and executive officers and their ownership of HSAC's common stock is set forth in HSAC's Registration Statement filed on Form S-1 filed with the SEC on May 3, 2019, as modified or supplemented by any Form 3 or Form 4 filed with the SEC since the date of such filing. Other information regarding the interests of the participants in the proxy solicitation will be included in the proxy statement pertaining to the proposed transaction. These documents can be obtained free of charge from the sources indicated below.

Additional Information and Where to Find It

In connection with the merger described herein, HSAC has filed and will file relevant materials with the SEC, including a proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, HSAC will mail the definitive proxy statement and a proxy card to each stockholder entitled to vote at the special meeting relating to the transaction. Investors and security holders of HSAC are urged to read these materials (including any amendments or supplements thereto) and any other relevant documents in connection with the transaction that HSAC will file with the SEC when they become available because they will contain important information about HSAC, Immunovant and the transaction. The preliminary proxy statement, the definitive proxy statement and other relevant materials in connection with the transaction (when they become available), and any other documents filed by HSAC with the SEC, may be obtained free of charge at the SEC's website (www.sec.gov) or by writing to HSAC at 412 West 15th Street, Floor 9, New York, NY 10011.

Contact:
Pam Connealy, M.B.A.
Chief Financial Officer
Immunovant, Inc.
Info@immunovant.com