

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): August 10, 2023

**ARCTURUS THERAPEUTICS HOLDINGS INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-38942  
(Commission  
File Number)

32-0595345  
(I.R.S. Employer  
Identification No.)

10628 Science Center Drive, Suite 250  
San Diego, California 92121  
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 900-2660

(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.001 per share	ARCT	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.

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**Item 1.01 Entry Into a Material Definitive Agreement.**

On August 10, 2023, Arcturus Therapeutics, Inc. (“Arcturus”), a subsidiary of Arcturus Therapeutics Holdings Inc. (the “Company”), entered into an amendment (the “Amendment”) to its Collaboration and License Agreement (as amended, the “CSL Collaboration Agreement”) with Seqirus, Inc., a part of CSL Seqirus (“CSL Seqirus”), pursuant to which the Company and CSL Seqirus agreed to a \$17.5 million milestone payment from CSL Seqirus to the Company related to a development milestone for the LUNAR-FLU program under the collaboration. The Company has met the relevant milestone pursuant to the terms of the CSL Collaboration Agreement. The milestone payment will be used to fund the Company’s conduct of development activities under the LUNAR-FLU program.

As previously announced, in November 2022, the Company entered into the CSL Collaboration Agreement with CSL Seqirus for the global exclusive rights to research, develop, manufacture and commercialize Arcturus’ self-amplifying mRNA vaccines against COVID-19, influenza and three other respiratory infectious diseases with nonexclusive rights to pandemic pathogens. The CSL Collaboration Agreement became effective on December 8, 2022.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which the Company intends to file with the Securities and Exchange Commission as an exhibit to its Quarterly Report on Form 10-Q for the quarter ending September 30, 2023.

**Item 8.01 Other Events.**

On August 14, 2023, the Company issued a press release regarding the transactions described under Item 1.01 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	<a href="#">Press Release dated August 14, 2023</a>

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**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: August 14, 2023

**Arcturus Therapeutics Holdings Inc.**

By: /s/ Joseph E. Payne

Name: Joseph E. Payne

Title: Chief Executive Officer

## **Arcturus Therapeutics Joint Venture mRNA Manufacturing Partner, ARCALIS, Awarded \$115 Million in Grants from the Japanese Government**

### ***LUNAR-FLU collaboration with CSL Seqirus achieves additional \$17.5 million development milestone***

SAN DIEGO--(BUSINESS WIRE)--Aug. 14, 2023-- Arcturus Therapeutics Holdings Inc. (the “Company”, “Arcturus”, Nasdaq: ARCT), a global late-stage clinical messenger RNA medicines company focused on the development of infectious disease vaccines and opportunities within liver and respiratory rare diseases, today announced that ARCALIS Co., Ltd., its manufacturing joint venture in Japan to support the production of mRNA vaccines and therapeutics, has been awarded \$115 million in two separate grants from the Japanese government. The grants will be used to fund the construction of a factory and the purchase of capital equipment to support current Good Manufacturing Practice (cGMP) production of mRNA drug substance and mRNA drug product operations.

ARCALIS is a joint venture between Axcelead and Arcturus, wherein Arcturus holds a 49% equity position that is subject to dilution. The factory, located in Minamisoma City, Japan, is designed to provide cGMP integrated vaccine manufacturing, from mRNA drug substance to bulk nanoparticle-formulated drug product.

“It was an honor to welcome senior Japanese government officials and dignitaries to the opening ceremonies for ARCALIS’ state-of-the-art factory which will support the cGMP manufacturing of Arcturus’ next-generation STARR® mRNA vaccines,” said Pad Chivukula, Ph.D., Chief Scientific Officer of Arcturus Therapeutics.

Arcturus also announced today that the LUNAR-FLU program continues to progress with funding and operational support from CSL-Seqirus, including an additional \$17.5 million milestone which will be used to fund flu program development activities. The LUNAR-FLU program utilizes Arcturus’ clinically validated next-generation STARR® mRNA platform technology.

“We are pleased with the progress of the LUNAR-FLU program with CSL Seqirus, our exclusive global licensee for the development of novel mRNA vaccines, and the significant role that Arcturus is playing in the development activities,” said Joseph Payne, President and CEO of Arcturus Therapeutics. “The LUNAR-FLU program could represent a major advance in vaccination efforts against flu, potentially providing higher levels of efficacy and greater durability compared to current flu vaccine approaches. We look forward to advancing this promising program.”

### **About Arcturus Therapeutics**

Founded in 2013 and based in San Diego, California, Arcturus Therapeutics Holdings Inc. (Nasdaq: ARCT) is a global late-stage clinical mRNA medicines and vaccines company with enabling technologies: (i) LUNAR® lipid-mediated delivery, (ii) STARR® mRNA Technology (samRNA) and (iii) mRNA drug substance along with drug product manufacturing expertise. The Company has ongoing collaborations with CSL Seqirus and Meiji Seika Pharma, and a joint venture with ARCALIS. Arcturus’ pipeline includes RNA therapeutic candidates to potentially treat ornithine transcarbamylase deficiency and cystic fibrosis, along with its partnered mRNA vaccine programs for SARS-CoV-2 (COVID-19) and influenza. Arcturus’ versatile RNA therapeutics platforms can be applied toward multiple types of nucleic acid medicines including messenger RNA, small interfering RNA, circular RNA, antisense RNA, self-amplifying RNA, DNA, and gene editing therapeutics. Arcturus’ technologies are covered by its extensive patent portfolio (patents and patent applications issued in the U.S., Europe, Japan, China, and other countries). For more information, visit [www.ArcturusRx.com](http://www.ArcturusRx.com). In addition, please connect with us on Twitter and LinkedIn.

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**Forward Looking Statements**

This press release contains forward-looking statements that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. Any statements, other than statements of historical fact included in this press release, are forward-looking statements, including those regarding strategy, future operations, the issuance of funds by the Japanese government to ARCALIS, the anticipated use of the funds by ARCALIS, the potential manufacture by ARCALIS of Arcturus vaccines, the continued progress of the LUNAR-FLU program, and the impact of general business and economic conditions. Arcturus may not actually achieve the plans, carry out the intentions or meet the expectations or projections disclosed in any forward-looking statements such as the foregoing and you should not place undue reliance on such forward-looking statements. These statements are only current predictions or expectations, and are subject to known and unknown risks, uncertainties, and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from those anticipated by the forward-looking statements, including those discussed under the heading "Risk Factors" in Arcturus' most recent Annual Report on Form 10-K, and in subsequent filings with, or submissions to, the SEC, which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). Except as otherwise required by law, Arcturus disclaims any intention or obligation to update or revise any forward-looking statements, which speak only as of the date they were made, whether as a result of new information, future events or circumstances or otherwise.

**IR and Media Contacts**

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