
**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): November 30, 2023

LIANBIO
(Exact name of registrant as specified in its charter)

Cayman Islands
(State or other jurisdiction
of incorporation)

001-40947
(Commission
File Number)

98-1594670
(IRS Employer
Identification No.)

103 Carnegie Center Drive, Suite 309
Princeton, NJ
(Address of principal executive offices)

08540
(Zip Code)

(Registrant's telephone number, including area code): (609) 486-2308

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
American depositary shares, each representing 1 ordinary share, \$0.000017100448 par value per share	LIAN	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. ☒

Item 8.01 Other Events.

On December 1, 2023, LianBio (the “Company”) issued a press release confirming the receipt of an unsolicited and non-binding proposal to acquire 100% of the equity of the Company from Concentra Biosciences, LLC, of which Tang Capital Partners, LP is the controlling shareholder.

The press release is included herein as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated December 1, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

LIANBIO

By: /s/ Brianne Jahn

Brianne Jahn

Chief Business Officer

Date: December 1, 2023



LianBio Confirms Receipt of Unsolicited Proposal from Concentra Biosciences

SHANGHAI, China and PRINCETON, N.J., Dec. 1, 2023 - The Board of Directors (the “Board”) of LianBio (NASDAQ: LIAN), a biotechnology company dedicated to bringing innovative medicines to patients in China and other major Asian markets, today confirmed that Concentra Biosciences, LLC (“Concentra”), of which Tang Capital Partners, LP is the controlling shareholder, has made an unsolicited and non-binding proposal (the “Proposal”) to acquire 100% of the equity of LianBio. According to the Schedule 13D filed on November 30, 2023 with the U.S. Securities and Exchange Commission (“SEC”) disclosing the Proposal, Tang Capital¹ is currently approximately an 8.6% shareholder of LianBio.

The Proposal consists of \$4.30 in cash per share plus a contingent value right representing the right to receive 80% of the net proceeds payable from any license or disposition of LianBio’s programs. The Proposal is subject to limited confirmatory due diligence and is based on the availability of at least \$515 million of cash and cash equivalents at closing, net of any residual liabilities and closing costs.

The Board is committed to acting in the best interests of all shareholders, consistent with its fiduciary duties. A further announcement will be made in due course.

About LianBio

LianBio is a cross-border biotechnology company on a mission to bring transformative medicines to historically underserved patients in China and other Asian markets. Through partnerships with highly innovative biopharmaceutical companies around the world, LianBio is advancing a diversified portfolio of clinically validated product candidates with the potential to drive new standards of care across oncology, ophthalmology, and inflammatory disease indications. LianBio is establishing an international infrastructure to position the Company as a partner of choice with a platform to provide access to China and other Asian markets. For more information, please visit www.lianbio.com.

Cautionary Note Regarding Forward-Looking Statements

Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute forward-looking statements. The words “will,” “further,” “potential,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements in this press release include, but are not limited to, statement concerning further announcement. Actual events or results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the determinations made by the Board following its evaluation of the Proposal; the results of discussions with Concentra; changes in the proposal from Concentra; risks related to the diverting of management’s attention from LianBio’s ongoing business operations; general market conditions; the impact of changing laws and regulations and those risks and uncertainties described in LianBio’s filings with the U.S. Securities and Exchange Commission (SEC), including LianBio’s Annual Report on Form 10-K for the year ended December 31, 2022 and subsequent filings with the SEC. Any forward-looking statements contained in this press release speak only as of the date hereof, and LianBio specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise. Readers should not rely upon this information as current or accurate after this publication date.

¹ Includes Tang Capital Partners, LP, Tang Capital Management, LLC and Kevin Tang.

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