

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM 6-K**

---

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report: November 14, 2014**

---

**Commission File Number: 001 - 36686**

---

**Forward Pharma A/S**

(Exact Name of Registrant as Specified in Its Charter)

---

**Østergade 24A, 1  
1100 Copenhagen K  
Denmark**

(Address of principal executive offices)

---

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒      Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

---

---

**6-K ITEM**

On November 14, 2014, the Registrant issued a press release announcing the closing of the partial exercise of the underwriters' over-allotment option in its recently announced initial public offering. The Registrant's press release is furnished as Exhibit 99.1 hereto.

SIGNATURE

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, thereunto duly authorized.

Forward Pharma A/S

By: /s/ Peder Møller Andersen  
Name: Peder Møller Andersen  
Title: Chief Executive Officer

Date: November 14, 2014

**EXHIBIT INDEX**

99.1 Press Release dated November 14, 2014

**Forward Pharma A/S Announces Closing of Partial Exercise of Over-Allotment Option**

**Copenhagen, Denmark — November 14, 2014** — Forward Pharma A/S (the “Company”) (NASDAQ: FWP), a biopharmaceutical company working to advance a proprietary formulation of dimethyl fumarate for the treatment of multiple sclerosis and other immune disorders such as psoriasis, announced today that it closed the sale of an additional 699,980 American Depositary Shares (“ADSs”) at the initial public offering price of \$21.00 per ADS, pursuant to the over-allotment option being exercised in part by the underwriters of its recently completed initial public offering. With this exercise, the Company’s initial public offering amounts to a total of 11,199,980 ADSs, representing gross total proceeds of \$235.2 million to the Company before deducting underwriting discounts and commissions and other offering fees and expenses.

The Company’s ADSs began trading on the NASDAQ Global Select Market on October 15, 2014, under the ticker symbol “FWP.” Leerink Partners LLC, Jefferies LLC and RBC Capital Markets, LLC acted as joint book-running managers. JMP Securities LLC acted as co-manager.

A registration statement relating to these securities was declared effective by the U.S. Securities and Exchange Commission on October 14, 2014. The offering of these securities was made only by means of a prospectus and a copy of the final prospectus related to the offering may be obtained by visiting EDGAR on the U.S. Securities and Exchange Commission website ([www.sec.gov](http://www.sec.gov)), or directly from:

- Leerink Partners LLC, Attention: Syndicate Department, One Federal Street, 37th Floor, Boston, MA 02110, USA, or by email at [syndicate@leerink.com](mailto:syndicate@leerink.com), or by calling (800) 808-7525.
- Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 2nd Floor, New York, NY, 10022, USA, or by email at [Prospectus\\_Department@Jefferies.com](mailto:Prospectus_Department@Jefferies.com), or by calling (877) 547-6340.
- RBC Capital Markets, LLC, Attention: Equity Syndicate, Three World Financial Center, 200 Vesey Street, 8th Floor, New York, NY 10281, USA, or by email at [equityprospectus@rbccm.com](mailto:equityprospectus@rbccm.com), or by calling (877) 822-4089.

This press release does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**About Forward Pharma:**

Forward Pharma A/S is a Danish biopharmaceutical company preparing to initiate a Phase 3 clinical trial using FP187, a proprietary formulation of dimethyl fumarate, or DMF, for the treatment of multiple sclerosis, or MS, patients. Since our founding in 2005, we have worked to advance unique formulations of DMF, an immune modulator, as a therapeutic to improve the health and well-being of patients with immune disorders including MS. FP187, our clinical candidate, is a DMF formulation in a delayed and slow release oral dose, which we plan to advance for the treatment of relapsing remitting MS, or RRMS, and other immune disorders, such as psoriasis.

Our principal executive offices are located at Østergade 24A, 1, 1100 Copenhagen K, Denmark and our American Depositary Shares are publicly traded on NASDAQ Stock Market (symbol: FWP). For more information about the Company’s products and developments, please visit our web site at <http://www.forward-pharma.com>.

---

**Forward Pharma A/S Media Contacts:**

Sharon Klahre, Director, Investor Relations  
Forward Pharma USA, LLC  
7 Skyline Drive  
Hawthorne, NY 10532  
[SK@forward-pharma.com](mailto:SK@forward-pharma.com)  
914-752-3542

Andy Brimmer / Dan Katcher / Jennifer Beugelmans  
Joele Frank, Wilkinson Brimmer Katcher  
212-355-4449

---