
FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Private Issuer Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934

For the month of February 2017

Commission File Number: 001-36686

Forward Pharma A/S

Østergade 24A, 1
1100 Copenhagen K, Denmark

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

Form 20-F ☒ x

Form 40-F ☐ o

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).

Yes ☐ o

No ☒ x

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).

Yes ☐ o

No ☒ x

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes ☐ o

No ☒ x

If “Yes” is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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This Report of Foreign Issuer on Form 6-K contains information regarding the receipt of a US\$ 1.25 billion cash fee by Forward Pharma A/S (the “Company”) on February 9, 2017, pursuant to the terms of a Settlement and License Agreement with Biogen Swiss Manufacturing GmbH, Biogen International Holding Ltd. and certain other parties thereto.

[Item 1](#)

[Receipt of Cash Fee](#)

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Item 1. Receipt of Cash Fee

The Company has received a non-refundable cash fee from two wholly owned subsidiaries of Biogen Inc. of US\$ 1.25 billion in connection with the execution and delivery of a Settlement and License Agreement with Biogen Swiss Manufacturing GmbH, Biogen International Holding Ltd. and certain other parties thereto (the “Settlement and License Agreement”). On January 17, 2017, the Company filed a Form 6-K and announced on its website (<http://www.forward-pharma.com>) that it had entered into the Settlement and License Agreement subject to the approval of the Company’s shareholders and certain other limited customary conditions. The Company held an extraordinary general meeting of its shareholders on February 1, 2017 (the “Extraordinary General Meeting”), at which the requisite two-thirds majority of the votes cast as well as the share capital represented at the Extraordinary General Meeting approved the Company’s entry into the Settlement and License Agreement and the consummation of the transactions contemplated thereby. Subject to certain limited conditions, the terms of the Settlement and License Agreement provided for the payment of the cash fee within five business days of the Extraordinary

General Meeting. The Company intends to convert the US dollar payment into, and hold it as, Euros, pending a determination by the Company's board of directors on the disposition of the funds.

The summary of the Settlement and License Agreement above does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Settlement and License Agreement, which is filed as Exhibit 99.2 to the Form 6-K filed on January 17, 2017. The Company's shareholders are strongly urged to read the Settlement and License Agreement and the other documents filed as exhibits to the Form 6-K in their entirety.

The Company has filed as an exhibit to this Form 6-K a press release dated February 9, 2017, announcing the receipt of the US\$ 1.25 billion cash fee.

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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

Date: February 9, 2017

By: /s/ Joel Sendek
Joel Sendek
Chief Financial Officer

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EXHIBIT INDEX

99.1 Press Release dated February 9, 2017

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News Release

Forward Pharma Received US\$ 1.25bn pursuant to Settlement and License Agreement with Biogen

COPENHAGEN, Denmark, February 9, 2017 (GLOBE NEWSWIRE) — Forward Pharma A/S (NASDAQ:FWP) (“we” or “Forward”) today announced that it has received a non-refundable cash fee of US\$ 1.25 billion in connection with the execution and delivery of a Settlement and License Agreement with two wholly owned subsidiaries of Biogen Inc. and certain other parties (the “License Agreement”).

On January 17, 2017 Forward entered into the License Agreement subject to the approval of its shareholders and certain other limited customary conditions. Forward obtained approval of the entry into the License Agreement by the requisite two-thirds majority of the votes cast as well as the share capital represented at an extraordinary general meeting held on February 1, 2017 (the “Extraordinary General Meeting”). The terms of the License Agreement required the US\$ 1.25 billion cash fee to be paid within five business days of the Extraordinary General Meeting. Forward intends to convert the US dollar payment into, and hold it as, Euros, pending a determination by Forward’s board of directors on the disposition of the funds.

Forward expects to file today a Form 6-K with the United States Securities and Exchange Commission noting the receipt of the non-refundable cash fee. The summary of the License Agreement above does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the License Agreement, which is filed as an exhibit to the Form 6-K filed on January 17, 2017, and is also available on Forward’s website, <http://www.forward-pharma.com>, and Forward shareholders are strongly urged to read the License Agreement in its entirety.

About Forward Pharma:

Forward Pharma A/S is a Danish biopharmaceutical company developing FP187, a proprietary formulation of DMF (dimethyl fumarate) for the treatment of inflammatory and neurological indications. Since our founding in 2005, we have worked to advance unique formulations of DMF, which is an immune modulator, as a therapeutic agent to improve the health and well-being of patients with immune disorders including multiple sclerosis. FP187, our clinical candidate, is a DMF formulation in a delayed and slow release oral dose.

Our principal executive offices are located at Østergade 24A, 1st Floor, 1100 Copenhagen K, Denmark and our American Depositary Shares are publicly traded on NASDAQ Stock Market (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 Contact:

Sharon Klahre, Director, Investor Relations
Forward Pharma USA, LLC
7 Skyline Drive
Hawthorne, NY 10532
SK@forward-pharma.com
+1 914-752-3542

The Ruth Group
Lee Roth
lroth@theruthgroup.com
+1 646-536-7014

Forward Looking Statements:

Certain statements in this press release or in the above-referenced presentation may constitute “forward-looking statements” of Forward Pharma A/S (the “Company”) within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, but are not limited to, statements which contain language such as “believe,” “expect,” “anticipate,” “hope,” “would” and “potential.” Forward-looking statements are predictions only which involve known and unknown risks, uncertainties and other factors that may cause actual results to be materially different from those expressed in such statements. Many such risks, uncertainties and other factors are taken into account as part of our assumptions underlying these forward-looking statements and include, among others, the following: the satisfaction of certain conditions, and the accuracy of certain representations of the Company, in the License Agreement; the Company’s ability to obtain, maintain and defend issued patents with protective claims; the issuance and term of patents; the Company’s ability to prevail in or obtain a favorable decision in any patent interference or infringement action; the Company’s ability to recover damages in any patent infringement action; uncertainties relating to our development plans and activities, including the commencement of any clinical trial and the results, timing, cost and location thereof; risks and uncertainties related to the scope, validity and enforceability of our intellectual property rights in general and the impact on us of patents and other intellectual property rights of third parties; our ability to commercialize and generate revenue from our sole clinical candidate, FP187; clinical development, and clinical trials, of FP187 may not be successful; and completion of required clinical trials may take longer than we anticipate, which could result in increased costs, limit our access to funding and delay or limit our ability to obtain regulatory approval for FP187. These and other factors are identified and described in detail in certain of our filings with the United States Securities and Exchange Commission, including our Annual Report on Form 20-F for the year ended December 31, 2015. We are providing this information as of the date of this press release and do not undertake any obligation to update any forward-looking statements contained in this press release as a result of new information, future events or otherwise.

