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

FORM 6-K

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

June 21, 2019

Commission File Number: **001-36686**

Forward Pharma A/S

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

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): Yes No

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 No

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 No

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

Item 1. Notice of Deficiency or Failure to Satisfy a Continued Listing Rule or Standard.

MVPHS Notice

On June 21, 2019, Forward Pharma A/S (the “Company”) received a written notice from the Nasdaq Stock Market (“Nasdaq”) indicating that the Company is not in compliance with the requirement for continued listing on The Nasdaq Global Select Market to maintain a minimum Market Value of Publicly Held Shares (“MVPHS”) of \$5,000,000, as set forth in Nasdaq Listing Rule 5450(b)(1)(C) (the “MVPHS Notice”). Based upon the closing bid price for the 30 consecutive business days prior to the receipt of the MVPHS Notice, the Company no longer meets the MVPHS requirement.

Minimum Bid Price Notice

On June 25, 2019, the Company received a written notice from Nasdaq indicating that the Company is not in compliance with the requirement for continued listing on The Nasdaq Global Select Market to maintain a minimum bid price of \$1.00 per share, as set forth in Nasdaq Listing Rule 5450(a)(1) (the “Minimum Bid Price Notice”). Based upon the closing bid price for the 30 consecutive business days prior to the receipt of the Minimum Bid Price Notice, the Company no longer meets the minimum bid price requirement.

Neither the MVPHS Notice nor the Minimum Bid Price Notice will impact the Company’s listing on The Nasdaq Global Select Market at this time. The MVPHS Notice states that the Company has 180 calendar days, or until December 18, 2019, to regain compliance with Nasdaq Listing Rule 5450(b)(1)(C). To regain compliance, the Company’s MVPHS must close at \$5,000,000 or more for a minimum of ten consecutive business days. The Minimum Bid Price Notice states that the Company has 180 calendar days, or until December 23, 2019, to regain compliance with Nasdaq Listing Rule 5450(a)(1). To regain compliance, the bid price of the Company’s common stock must have a closing bid price of at least \$1.00 per share for a minimum of 10 consecutive business days at any time prior to December 23, 2019.

The Company, by filing this Form 6-K, discloses its receipt of the MVPHS Notice and the Minimum Bid Price Notice from Nasdaq in accordance with Nasdaq Listing Rule 5810(b).

On June 26, 2019, the Company issued a press release regarding the receipt of the MVPHS Notice and the Minimum Bid Price Notice, a copy of which is attached hereto as Exhibit 99.1.

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, thereunto duly authorized.

Forward Pharma A/S

Date: June 26, 2019

By: /s/ Claus Bo Svendsen
Name: Claus Bo Svendsen
Title: Chief Executive Officer

EXHIBIT INDEX

[99.1 Press Release dated June 26, 2019](#)

Forward Pharma A/S Announces Intention to Transfer its U.S. Public Listing to the Nasdaq Capital Market Stock Exchange

COPENHAGEN, Denmark, June 26, 2019 (GLOBE NEWSWIRE) – Forward Pharma A/S (NASDAQ:FWP) (the “Company”) today announced its intention to transfer its public listing of American Depositary Shares from the Nasdaq Global Select Market to the Nasdaq Capital Market. This follows the development in the Company’s American Depositary Shares (“ADSs” or “shares”) price after the Settlement and License Agreement with Biogen, and the significant return of capital to its shareholders in 2017.

On June 21, 2019, the Company received a written notice from the Nasdaq Stock Market (“Nasdaq”) indicating that the Company is not in compliance with the requirement for continued listing on the Nasdaq Global Select Market to maintain a minimum Market Value of Publicly Held Shares (“MVPHS”) of \$5,000,000, as set forth in Nasdaq Listing Rule 5450(b)(1)(C) (the “MVPHS Notice”). Based upon the closing bid price for the 30 consecutive business days prior to the receipt of the MVPHS Notice, the Company no longer meets the MVPHS requirement.

The Company has 180 calendar days, or until December 18, 2019, to regain compliance with Nasdaq Listing Rule 5450(b)(1)(C). The Company intends to transfer its listing to the Nasdaq Capital Market, whereby the Company’s MVPHS must close at \$1,000,000 or more for a minimum of ten consecutive business days to regain compliance with Nasdaq Listing Rule 5550(a)(5). The current MVPHS is approximately \$2.7 million.

Further, on June 25, 2019, the Company received a written notice from Nasdaq indicating that the Company is not in compliance with the requirement for continued listing on the Nasdaq Global Select Market to maintain a minimum bid price of \$1.00 per share, as set forth in Nasdaq Listing Rule 5450(a)(1) (the “Minimum Bid Price Notice”). Based upon the closing bid price for the 30 consecutive business days prior to the receipt of the Minimum Bid Price Notice, the Company no longer meets the minimum bid price requirement.

The Company has 180 calendar days, or until December 23, 2019, to regain compliance with Nasdaq Listing Rule 5450(a)(1). The Company intends to transfer its listing to the Nasdaq Capital Market, whereby the bid price of the Company’s ADSs must have a closing bid price of at least \$1.00 per share for a minimum of 10 consecutive business days at any time before December 23, 2019 to regain compliance with Nasdaq Listing Rule 5550(a)(2).

The Company provides no assurance that its shares will trade at levels necessary to regain and maintain compliance with the above-referenced MVPHS and bid price rules before the compliance deadlines. The Company intends to continue to monitor the bid price for its shares and the MVPHS. If the Company’s shares do not trade at a level that is likely to regain compliance with the Nasdaq requirements, the Company’s Board of Directors will consider other options that may be available to achieve compliance.

About Forward Pharma:

Forward Pharma A/S is a Danish biopharmaceutical company that commenced development in 2005 of a proprietary formulation of DMF for the treatment of inflammatory and neurological indications. The Company granted to Biogen an irrevocable license to all of its IP through the License Agreement and received from Biogen a non-refundable cash fee of \$1.25 billion in February 2017, with the return of EUR 917.7 million to shareholders through a capital reduction in September 2017. The Company has the opportunity to receive royalties from Biogen on Biogen’s net sales of Tecfidera® or other DMF products for multiple sclerosis outside the U.S., dependent on, among other things, a favorable outcome in Europe with respect to the ‘355 Patent Opposition Proceeding, including any appeal thereto.

The principal executive offices are located at Østergade 24A, 1st Floor, 1100 Copenhagen K, Denmark and our American Depositary Shares are publicly traded on the Nasdaq Stock Market (FWP). For more information about the Company, please visit our website at <http://www.forward-pharma.com>.

Forward Pharma A/S Investor Relations Contact:

Forward Pharma A/S
Claus Bo Svendsen, MD, PhD
Chief Executive Officer

Investor Relations
investors@forward-pharma.com

Solebury Trout
John Graziano
jgraziano@troutgroup.com
+1 (646) 378 2942

Forward Looking Statements:

Certain statements in this press release may constitute “forward-looking statements” of Forward Pharma A/S 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,” “estimate,” “would,” “may,” “plan,” 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, risks related to the following: the ability of the Company to regain compliance with the Nasdaq Listing Rules, the ability of the Company to transfer its listing to the Nasdaq Capital Market, the satisfaction of certain conditions, and the accuracy of certain representations of the Company, in the Settlement and License Agreement entered into with subsidiaries of Biogen Inc. and certain other parties thereto; our ability to obtain, maintain, enforce and defend issued patents with royalty-bearing claims; our ability to prevail in or obtain a favorable decision in the ‘355 patent European Opposition Proceeding, after all appeals; the expected timing for key activities and an ultimate ruling in such legal proceedings; the issuance and term of our patents; future sales of Tecfidera®, including impact on such sales from competition, generic challenges, regulatory involvement and pricing pressures; 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; and the sufficiency of the Company’s cash

resources. Certain of these and other risk 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, 2018. We are providing this information as of the date of this 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.