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# 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 of the Securities Exchange Act of 1934

For the month of April 2016

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 of 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):  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)(7):  o

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#### Notice to Convene Annual General Meeting

On April 11, 2016, Forward Pharma A/S (the "Company") mailed to its shareholders a notice to convene the 2016 annual general meeting of shareholders on May 6, 2016 and accompanying documentation. The notice and accompanying documentation have been posted on the Company's website, <http://forward-pharma.com>, and are being furnished as exhibits to this Report on Form 6-K.

On or about April 13, 2016, Bank of New York Mellon, the depositary for the American Depositary Shares ("ADSs") representing the Company's ordinary shares, distributed to ADS holders a voting instruction card for ADS holders. The voting instruction card is being furnished as an exhibit to this Report on Form 6-K.

#### Exhibits

99.1	Notice to Convene Annual General Meeting
99.2	Proxy/Voting by Correspondence Form
99.3	Request for Admission Card
99.4	Share and Voting Rights
99.5	Voting Instruction Card

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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, thereunto duly authorized.

FORWARD PHARMA A/S

Date: April 13, 2016

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

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Annual General Meeting in Forward Pharma A/S

## NOTICE TO CONVENE ANNUAL GENERAL MEETING

The annual general meeting in Forward Pharma A/S will be held on

**Friday 6 May 2016 at 2.00 pm (CET)**

at the company's premises, Østergade 24A, 1st floor, 1100 Copenhagen K, Denmark.

## AGENDA

- (a) The board of directors' report on the company's activities in the past financial year.
- (b) Presentation and adoption of the audited annual report.
- (c) Covering of loss according to the adopted annual report.
- (d) Discharge of the board of directors and the management board.
- (e) Election of members to the board of directors, including amendment of the articles of association:
  - (e)(i) Increase of the maximum number of board members.
  - (e)(ii) Election of members to the board of directors.
- (f) Appointment of auditor.
- (g) Proposals from the board of directors:
  - (g)(i) Increase and amendment of the board of directors' authorization to issue warrants that allow for subscription of shares at a subscription price that may be lower than the market price.
  - (g)(ii) Alternatively, if the proposal under item (g)(i) is not adopted: New authorization to the board of directors to issue warrants that allow for subscription of shares at a subscription price that equals or exceeds the market price.
  - (g)(iii) Reduction of the board of directors' authorization to increase the company's share capital.

- (h) Any other business.

## ELABORATION ON ITEMS ON THE AGENDA

### Item (b):

The board of directors proposes that the audited annual report for 2015 is adopted by the general meeting.

### Item (c):

The board of directors proposes that the loss of USD 51.065 million for the accounting year 2015 be carried forward by transfer to the accumulated deficit.

### Item (d):

The board of directors proposes that the discharge of the board of directors and the management board is approved.

### Item (e):

#### (e)(i):

The board of directors proposes that the maximum number of board members, as specified in the articles of association, is increased from six to seven board members.

The amended article 10.2 will be worded as follows: *"The board of directors consists of not less than three and not more than seven members elected by the general meeting."*

#### (e)(ii):

Election of members to the board of directors will take place subsequent to the general meeting's resolution on the proposed amendment of article 10.2 under item (e)(i).

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**Item (f):**

According to clause 13.1 of the articles of association, the company's auditor is elected for a term of one year. The board of directors proposes that Ernst & Young P/S, CVR-no. 30700228, is re-elected.

**Item (g):**

**(g)(i):**

The board of directors proposes that the authorization given to the board of directors in article 3.2 of the articles of association to issue warrants and the corresponding underlying shares (at a share subscription price that may be lower than the market price) to employees, members of the management, members of the board of directors, and consultants is (i) increased by 1,500,000 warrants and underlying shares and (ii) expanded to allow the issuance of new warrants in replacement of existing warrants held by former employees, members of the management, members of the board of directors and consultants. The amended article 3.2 will be worded as follows:

*“In the period until 1 June 2019, the board of directors is authorized, in one or more rounds, without pre-emption rights for the company's existing shareholders, to issue up to 5,340,000 warrants, which each entitles the holder to subscribe for one share of nominally DKK 0.10, to the company's employees, members of the management, members of the board of directors, and consultants and/or employees, members of the management, members of the board of directors and consultants of its subsidiaries. The board of directors may also use this authorization to issue new warrants in replacement of existing, unexercised warrants held by former employees, members of the management, members of the board of directors and consultants of the company and its subsidiaries. The board of directors is further authorized to implement the capital increases required for this purpose by up to nominally DKK 534,000 shares, i.e. up to 5,340,000 shares of nominally DKK 0.10 each. The subscription price for the new shares that may be subscribed for by exercise of the warrants in question shall be fixed by the board of directors and may be lower than the market price at the time of issue of the warrants. Other terms and conditions for the warrants, which can be issued by the board of directors according to the authorization, shall be fixed by the board of directors.”*

The purpose of the proposal is to ensure that the board of directors has sufficient flexibility to incentivize employees, members of the management, members of the board of directors, and consultants and to replace existing, unexercised warrants held by former employees, members of the management, members of the board of directors, and consultants with new warrants, if deemed appropriate and in the best interest of the company by the board of directors.

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**(g)(ii):**

Alternatively, and only if the proposal under item (g)(i) is not adopted, the board of directors proposes that the board of directors is granted a new authorization to issue up to 1,500,000 warrants and the corresponding underlying shares (at a share subscription price that may not be lower than the market price) to employees, members of the management, members of the board of directors, and consultants. The new authorization, which will be inserted as a new article 3.2A, will be worded as follows:

*“In the period until 1 May 2021, the board of directors is authorized, in one or more rounds, without pre-emption rights for the company's existing shareholders, to issue up to 1,500,000 warrants, which each entitles the holder to subscribe for one share of nominally DKK 0.10, to the company's employees, members of the management, members of the board of directors, and consultants and/or employees, members of the management, members of the board of directors and consultants of its subsidiaries. The board of directors is further authorized to implement the capital increases required for this purpose by up to nominally DKK 150,000 shares, i.e. up to 1,500,000 shares of nominally DKK 0.10 each. The subscription price for the new shares that may be subscribed for by exercise of the warrants in question shall be fixed by the board of directors but may not be lower than the market price at the time of issue of the warrants. Other terms and conditions for the warrants, which can be issued by the board of directors according to the authorization, shall be fixed by the board of directors.”*

As a consequence, article 3.3, first sentence, will be amended and worded as follows: *“For shares issued pursuant to the authorizations in article 3.2 and 3.2A the following shall apply...”*

**(g)(iii)**

The board of directors proposes that the authorization given to the board of directors in article 3.6 of the articles of association to increase the company's share capital is reduced by a nominal amount of DKK 2,500,000 to the effect that article 3.6 will be worded as follows:

*“The board of directors is authorised in the period until 1 October 2019 to resolve to increase the Company's share capital in one or more issues by up to a total nominal amount of DKK 1,000,000 at a price determined by the board of directors, which may be lower than the market price.”*

The purpose of the proposal is to align the scope of the authorization with the board of directors' estimated maximum need for carrying out capital increases in the company pursuant to the authorization in the period until 1 October 2019.

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**Item (h):**

No decisions or proposals can be adopted under item (h).

## **ADDITIONAL INFORMATION**

### **Majority requirements**

All proposals on the agenda may be adopted by a simple majority of votes, except for the proposal introduced under item (g)(i) of the agenda, which require a majority of at least nine-tens of the votes cast as well as at least nine-tens of the share capital represented at the general meeting, and the proposals introduced under items (e)(i), (g)(ii) and (g)(iii) of the agenda, which require a majority of at least two-thirds of the votes cast as well as at least two-thirds of the share capital represented at the general meeting cf. clause 8 of the articles of association.

### **Share capital**

The current share capital of the Company is DKK 4,687,173.40, divided into 46,871,734 shares of DKK 0.10 each. Each share of DKK 0.10 carries one vote.

### **Record date**

The record date is Friday 29 April 2016 end of day (CET).

### **Participation and voting rights**

The right of a shareholder to attend and vote at a general meeting is determined by the shares held by the shareholder at the record date.

The number of shares held by each shareholder at the record date shall be calculated based on (i) the number of shares registered in the company's register of shareholders and (ii) any notification of ownership received by the company but not yet registered in the company's register of shareholders.

Participation is conditional on the shareholder having obtained an admission card in due time.

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### **How to obtain an admission card**

Access to the annual general meeting is conditional on the shareholder having requested an admission card by Monday 2 May 2016 end of day (CET).

Admission cards for the annual general meeting may be obtained by:

- contacting Forward Pharma A/S by phone +45 33 44 42 42, or
- returning the attached request for admission card form, duly completed and signed, by email to [art@forward-pharma.com](mailto:art@forward-pharma.com) or by ordinary letter to Forward Pharma A/S, Østergade 24A, 1, 1100 Copenhagen K, Denmark.

### **How to submit a proxy**

Proxies shall be submitted by Thursday 5 May 2016 end of day (CET).

Voting instructions by proxy may be completed and submitted by:

- returning the attached proxy form, duly completed and signed, by email to [art@forward-pharma.com](mailto:art@forward-pharma.com) or by ordinary letter to Forward Pharma A/S, Østergade 24A, 1, 1100 Copenhagen K, Denmark.

From shareholders unable to attend the annual general meeting, the board of directors would appreciate receiving a proxy to exercise the voting rights attached to the shares to know the shareholders' view on the respective items on the agenda.

According to Danish law, a proxy issued to the board of directors for the annual general meeting is only valid if it is in writing.

### **How to vote by correspondence**

Shareholders may vote by correspondence no later than Thursday 5 May 2016 end of day (CET) by:

- returning the attached voting by correspondence form, duly completed and signed, by email to [art@forward-pharma.com](mailto:art@forward-pharma.com) or by ordinary letter to Forward Pharma A/S, Østergade 24A, 1, 1100 Copenhagen K, Denmark.

Votes by correspondence cannot be withdrawn.

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### **Information on the website**

Further information on the general meeting will be available on [www.forward-pharma.com](http://www.forward-pharma.com) à 'Investors' until and including the date of the annual general meeting, including:

- The notice convening the general meeting;
- The total number of shares and voting rights on the date of the notice;
- The documents to be presented at the general meeting;
- The agenda and the complete proposals as well as the audited annual report (only available from 15 April 2016);
- The forms to be used for voting by proxy or voting by correspondence.

11 April 2016

The board of directors of Forward Pharma A/S

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## Annual General Meeting in Forward Pharma A/S

**PROXY/VOTING BY CORRESPONDENCE FORM**

for use at the annual general meeting in Forward Pharma A/S on Friday 6 May 2016 at 2:00 p.m. (CET).

Name: \_\_\_\_\_

Address: \_\_\_\_\_

(Please use CAPITAL LETTERS)

I/we hereby authorise by proxy/submit written votes (voting by correspondence) in accordance with the indications below:

**Please check off field A), B), C) or D):**

- A)  Proxy is granted to a named third party (**deadline Thursday 5 May 2016 end of day**

**(CET)**):

Name: \_\_\_\_\_

Address: \_\_\_\_\_

(Please use CAPITAL LETTERS)

**or**

- B)  Proxy is granted to the board of directors (with a right of substitution) to vote in accordance with the board of directors' proposals as set out in the table below (**deadline Thursday 5 May 2016 end of day (CET)**).

**or**

- C)  Check-the-box Proxy is granted to the board of directors (with a right of substitution) to vote as stated below. Please check off the boxes "FOR", "AGAINST" or "ABSTAIN" to indicate your vote (**deadline Thursday 5 May 2016 end of day (CET)**).

**or**

- D)  Written votes (voting by correspondence) are submitted as stated below. Written votes cannot be withdrawn. Please check off the boxes "FOR", "AGAINST" or "ABSTAIN" to indicate your vote (**deadline Thursday 5 May 2016 end of day (CET)**).

### Agenda

The complete agenda is included in the notice to convene the annual general meeting.

If the votes attaching to a shareholder's shares are cast differently in relation to a specific agenda item, this shall be indicated in the table below.

AGENDA ITEMS	FOR	AGAINST	ABSTAIN	RECOMMENDATION FROM THE BOARD
(a) <b>The board of directors' report on the company's activities in the past financial year</b>				
(b) <b>Adoption of the audited annual report 2015</b> <i>(Indicate votes if cast differently (no. of shares)):</i>	0	0	0	FOR
(c) <b>Proposal for covering of loss according to the adopted annual report</b> <i>(Indicate votes if cast differently (no. of shares)):</i>	0	0	0	FOR
(d) <b>Proposal for discharge of the board of directors and the management board</b> <i>(Indicate votes if cast differently (no. of shares)):</i>	0	0	0	FOR

<b>(e) Election of members to the board of directors, including amendment of the articles of association:</b>					
<b>(i)</b>	Proposal to increase the maximum number of board members from six to seven board members	0	0	0	FOR
	<i>(Indicate votes if cast differently (no. of shares)):</i>				
<b>(ii) Election of members to the board of directors (see below)</b>					
<b>(f)</b>	<b>Re-election of Ernst &amp; Young P/S as auditor</b>	0	0	0	FOR
	<i>(Indicate votes if cast differently (no. of shares)):</i>				
<b>(g) Proposals from the board of directors:</b>					
<b>(i)</b>	Increase and amendment of the board of directors' authorization to issue warrants that allow for subscription of shares at a subscription price that may be lower than the market price.	0	0	0	FOR
	<i>(Indicate votes if cast differently (no. of shares)):</i>				
<b>(ii)</b>	<b>Alternatively, if the proposal under item (g)(i) is not adopted:</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
	New authorization to the board of directors to issue warrants that allow for subscription of shares at a subscription price that equals or exceeds the market price.				FOR
	<i>(Indicate votes if cast differently (no. of shares)):</i>				
<b>(iii)</b>	Reduction of the board of directors' authorization to increase the company's share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	FOR
	<i>(Indicate votes if cast differently (no. of shares)):</i>				
<b>(h) Any other business</b>					

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**If used as a proxy (box A-C above):**

**Yes      No**

The proxy holder may in respect of agenda item (e)(ii), election of members to the board of directors, vote on my/our behalf according to his/her best belief:

0      0

The proxy applies to all business being transacted at the annual general meeting. In the event that new proposals are submitted (except for proposals in respect of the election of members to the board of directors), including amendments or proposals for election of auditor not on the agenda, the proxy holder will vote on your behalf according to his/her best belief. Written votes (voting by correspondence) will be taken into account if a new or an amended proposal is substantially the same as the original.

**If the form is only dated and signed, it will be considered a proxy to the board of directors to vote in accordance with the recommendations (in respect of election of members to the board of directors: best belief) of the board of directors as stated above.**

**If the form is only partially completed, votes will be cast in accordance with the recommendations (in respect of election of members to the board of directors: best belief) of the board of directors as stated above with respect to the non-ticked off boxes.**

The proxy/voting by correspondence is valid for the number of shares that the undersigned holds on the record date, Friday 29 April 2016 end of day (CET), as calculated based on (i) the number of shares registered in the company's register of shareholders and (ii) notifications of ownership received by the company but not yet registered in the company's register of shareholders.

Date: 2016

Name: \_\_\_\_\_  
Title: \_\_\_\_\_

Name: \_\_\_\_\_  
Title: \_\_\_\_\_

*The dated and signed form, if used as a proxy (box A-C above) or for written votes (voting by correspondence)(box D above), must reach Forward Pharma A/S no later than **Thursday 5 May 2016 end of day (CET)** either by email (art@forward-pharma.com) or by ordinary mail.*

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## Annual General Meeting in Forward Pharma A/S

The annual general meeting in Forward Pharma A/S will be held on Friday 6 May 2016 at 2.00 pm (CET) at the company's premises, Østergade 24A, 1<sup>st</sup> floor, 1100 Copenhagen K, Denmark.

### REQUEST FOR ADMISSION CARD

Access to the annual general meeting is conditional on the shareholder having requested an admission card by Monday 2 May 2016 end of day (CET).

Admission cards for the annual general meeting may be obtained by:

- contacting Forward Pharma A/S by phone +45 33 44 42 42, or
- returning this request for admission card form, duly completed and signed, by email to [art@forward-pharma.com](mailto:art@forward-pharma.com) or by ordinary letter to Forward Pharma A/S, Østergade 24A, 1, 1100 Copenhagen K, Denmark.

Please tick the relevant box(es):

- I/we will attend the annual general meeting and hereby order an admission card
- I/we will attend with advisor:

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Name of advisor (please use CAPITAL LETTERS)

Further information on the general meeting is available on [www.forward-pharma.com](http://www.forward-pharma.com) à 'Investors', including notice convening the general meeting, agenda, the complete proposals and the audited annual report.

Date: 2016

On behalf of:

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Name:  
Title:

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Name:  
Title:

***If you wish to give proxy or vote by correspondence, please complete the proxy/voting by correspondence form. Please remember to sign and date the form.***

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## SHARES AND VOTING RIGHTS AS PER 11 APRIL 2016

SHARES	NOMINAL VALUE (DKK)	NO. OF SHARES (OF NOMINALLY DKK 0.10)	NO. OF VOTES
Ordinary shares	4,687,173.40	46,871,734	46,871,734
Outstanding shares	4,687,173.40	46,871,734	46,871,734
Own holding of shares*	0	0	0
<b>Outstanding shares excluding own holding of shares</b>	4,687,173.40	46,871,734	46,871,734

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\* Voting rights cannot be exercised

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**Annual General Meeting of the Shareholders of Forward Pharma A/S**

Date: May 6, 2016  
See Voting Instruction On Reverse Side.

Please make your marks like this:  Use pen only

AGENDA ITEMS	For	Against	Abstain	Board Recommended
(a) The board of directors' report on the company's activities in the past financial year				For
(b) Adoption of the audited annual report 2015	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
(c) Proposal for covering of loss according to the adopted annual report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
(d) Proposal for discharge of the board of directors and the management board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
(e) Election of members to the board of directors, including amendment of the articles of association:				
(i) Proposal to increase the maximum number of board members from six to seven board members	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
(ii) Election of members to the board of directors (see below)				
(f) Re-election of Ernst & Young P/S as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
(g) Proposals from the board of directors:				
(i) Increase and amendment of the board of directors' authorization to issue warrants that allow for subscription of shares at a subscription price that may be lower than the market price.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
(ii) Alternatively, if the proposal under item (g)(i) is not adopted: New authorization to the board of directors to issue warrants that allow for subscription of shares at a subscription price that equals or exceeds the market price.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
(iii) Reduction of the board of directors' authorization to increase the company's share capital.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	For
(h) Any other business				
	Yes	No		
	<input type="checkbox"/>	<input type="checkbox"/>		

The Depository may give a discretionary proxy to a person designated by Forward Pharma AS with respect to agenda item (e)(i), election of members to the board of directors, to vote on my/our behalf:

**Annual General Meeting of the Shareholders of Forward Pharma A/S to be held May 6, 2016 For Holders as of March 29, 2016**



- Mark, sign and date your Voting Instruction Form.
- Detach your Voting Instruction Form.
- Return your Voting Instruction Form in the postage-paid envelope provided.

All votes must be received by 5:00 p.m. EDT on April 28, 2016.

**PROXY TABULATOR FOR FORWARD PHARMA A/S**  
P.O. BOX 8016  
CARY, NC 27512-9903

Please separate carefully at the perforation and return just this portion in the envelope provided.



EVENT #

CLIENT #

**Authorized Signatures - This section must be completed for your instructions to be executed.**

\_\_\_\_\_  
Please Sign Here

\_\_\_\_\_  
Please Date Above

## Forward Pharma A/S

### Instructions to The Bank of New York Mellon, as Depositary (Must be received prior to 5:00 p.m. N.Y. Time on April 28, 2016)

The undersigned registered owner of American Depositary Receipts hereby requests and instructs The Bank of New York Mellon, as Depositary, to endeavor, in so far as practicable, to vote or cause to be voted the amount of shares or other Deposited Securities represented by such Receipt of Forward Pharma A/S registered in the name of the undersigned on the books of the Depositary as of the close of business on March 29, 2016 at the Annual General Meeting of the Members of Forward Pharma A/S to be held on May 6, 2016 in respect of the resolutions specified on the reverse.

**NOTE:**

Instructions as to voting on the specific resolutions should be indicated by an X in the appropriate box. If no specification is made, the Depositary will deem the undersigned to have instructed the Depositary to give a discretionary proxy to a person designated by Forward Pharma A/S with respect to such shares or other Deposited Securities and the Depositary will give such instruction.

(Continued and to be marked, dated and signed, on the other side)

Dear Forward Pharma A/S - ADR Shareholder:

Forward Pharma A/S would like to inform you that the documentation relating to the 2016 Forward AGM is now available to view online. To access these documents, please go to the website:

[www.forward-pharma.com](http://www.forward-pharma.com)

The information concerning the AGM will be uploaded under the "investor" section: <http://phx.corporate-ir.net/phoenix.zhtml?c=253796&p=irol-IRHome>

If you do not have access to the internet and would like to obtain a hard copy of the material, please write to:

Proxy Services Corporation  
200 A Executive Drive  
Edgewood, NY 11717

You may also call the toll free number 1-800-555-2470.

BNY Mellon as Depositary

PROXY TABULATOR FOR  
Forward Pharma A/S  
P.O. Box 8016  
CARY, NC 27512-9003