

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**

January 20, 2022

001-36686
(Commission file number)

Forward Pharma A/S
(Translation of registrant's name into English)

Østergade 24A, 1st Floor
1100 Copenhagen K, Denmark
(Address of principal executive office)

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. Other Items

On January 20, 2022, Forward Pharma A/S commenced mailing letters to holders of its ordinary shares, warrants and deferred shares regarding the conversion of ordinary shares into American Depositary Shares, copies of which are attached hereto as Exhibits 99.1, 99.2 and 99.3, respectively.

EXHIBIT INDEX

Exhibit No.	Description
<u>99.1</u>	<u>Letter to Holders of Ordinary Shares</u>
<u>99.2</u>	<u>Letter to Holders of Warrants</u>
<u>99.3</u>	<u>Letter to Holders of Deferred Shares</u>

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, hereunto duly authorized.

Date: January 20, 2022

Forward Pharma A/S

By: /s/ Claus Bo Svendsen

Name: Claus Bo Svendsen

Title: Chief Executive Officer



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WWW.FORWARD-PHARMA.COM
NASDAQ:FWP
VAT NUMBER 28 86 58 80

Sent by e-mail: [●]
[Shareholder]

Copenhagen, 20 January 2022

DEPOSIT OF SHARES AGAINST ISSUE OF AMERICAN DEPOSITARY SHARES

Dear [●],

We write to you in your capacity as shareholder in Forward Pharma A/S ("**Forward Pharma**").

Forward Pharma intends to provide a window to facilitate the conversion of ordinary shares in Forward Pharma into American Depositary Shares ("**ADSs**") to be listed for trading on the Nasdaq Capital Market in New York, U.S. as part of Forward Pharma's existing ADR program with The Bank of New York Mellon ("**BNYM**").

According to Forward Pharma's register of shareholders, you hold, as per today's date, such number of ordinary shares as is set out in the register enclosed as Schedule A (the "**Shares**").

The process for your conversion of Shares into ADSs is summarized in Schedule B. As a reminder, based on the current ADS ratio, each ADS represents 14 ordinary shares.

If you are interested in exploiting this opportunity and convert all or some of your Shares into ADSs, please carefully follow the instructions set out in this letter.

1. **No later than by 7 February 2022:** Complete, sign and deliver the form of Conversion Notice enclosed as Schedule C and the form of Power of Attorney enclosed as Schedule D to:

Mazanti-Andersen Advokatpartnerselskab
Attn: Anne Krebs, attorney-at-law
E-mail: akr@mazanti.dk

Please note that in order to be able to receive ADSs you will have to open a custody account with a bank (to the extent you do not already have such account). The Conversion Notice delivered to Mazanti-Andersen must be completed with all relevant account details, and your prior opening of a custody account may thus become a time constraint on your part.

Subject to the timely receipt of your Conversion Notice and Power of Attorney, the Attorney (as defined in the Power of Attorney) will on your behalf:

- complete, sign and deliver to BNYM the form of Transfer of Ownership Agreement enclosed as Schedule E and transfer the number of Shares specified in your Conversion Notice to BNYM to enable delivery of a corresponding number of ADSs to you (ratio 14:1); and
- generally do, execute, and perform all such acts, documents, matters and things as the Attorney may in his absolute discretion deem desirable or expedient in connection with the conversion of Shares into ADSs.

Kindly note that:

- Your delivery of the Exercise Notice and Power of Attorney is legally binding and irrevocable on your part.
- While Forward Pharma will strive to expedite the process as much as possible, the process will involve filings to and interactions with the U.S. Securities and Exchange Commission as well as transactions with BNYM. Consequently, Forward Pharma cannot commit itself to a firm date upon which the entire process is completed and your Shares are converted into ADSs listed for trading on the Nasdaq Capital Market in New York, U.S.
- The taxation of ADSs under Danish law is unclear and you are encouraged to seek independent tax advice with respect to the taxation of warrants, shares, and ADSs as applicable.
- Under U.S. federal securities laws, including Rule 144, your ADSs may be subject to certain restrictions on sale, particularly if you are a director, officer or 10% or greater shareholder of the Company. You are encouraged to seek independent legal advice with respect to the sale of your ADSs.
- According to the Nasdaq Listing Rules, a company shall have sufficient operations in order to maintain its listing on the Nasdaq Capital Market. Consequently, your ADSs may sooner or later be delisted from the Nasdaq Capital Market.
- While no decision has been made to this effect at this stage, it is possible that other windows to facilitate the deposit of shares in Forward Pharma into the ADR program will later be provided.

Sincerely,

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

Enclosures:

- Schedule A: Register of shareholders
- Schedule B: Process summary
- Schedule C: Form of Conversion Notice
- Schedule D: Form of Power of Attorney
- Schedule E: Form of Transfer of Ownership Agreement



FORWARD PHARMA A/S
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CBS@FORWARD-PHARMA.COM
WWW.FORWARD-PHARMA.COM
NASDAQ:FWP
VAT NUMBER 28 86 58 80

Sent by e-mail: [●]

[Warrantholder]

Copenhagen, 20 January 2022

DEPOSIT OF SHARES AGAINST ISSUE OF AMERICAN DEPOSITARY SHARES

Dear [●],

We write to you in your capacity as holder of warrants in Forward Pharma A/S ("**Forward Pharma**").

Forward Pharma intends to provide a window to facilitate the conversion of ordinary shares in Forward Pharma into American Depositary Shares ("**ADSs**") to be listed for trading on the Nasdaq Capital Market in New York, U.S. as part of Forward Pharma's existing ADR program with The Bank of New York Mellon ("**BNYM**").

According to Forward Pharma's register of warrant holders, you hold, as per today's date, such number of vested warrants as is set out in the table enclosed as Schedule A (the "**Warrants**"), which may be exercised by you pursuant to the terms applicable to the Warrants.

The process for your subscription for ordinary shares (the "**Warrant Shares**") in Forward Pharma upon exercise of Warrants and the subsequent conversion of the Warrant Shares into ADSs is summarized in Schedule B. As a reminder, based on the current ADS ratio, each ADS represents 14 ordinary shares.

If you are interested in exploiting this opportunity by exercising all or some of your Warrants and convert the Warrant Shares into ADSs, please carefully follow the instructions set out in this letter.

1. **No later than by 7 February 2022:** Complete, sign and deliver the form of Exercise Notice enclosed as Schedule C and the form of Power of Attorney enclosed as Schedule D to:

Mazanti-Andersen Advokatpartnerselskab
Attn: Anne Krebs, attorney-at-law
E-mail: akr@mazanti.dk

Please note that in order to be able to receive ADSs you will have to open a custody account with a bank (to the extent you do not already have such account). The Exercise Notice delivered to Mazanti-Andersen must be completed with all relevant account details, and your prior opening of a custody account may thus become a time constraint on your part.

2. **With value no later than by 10 February 2022:** Wire transfer the total cash subscription amount payable by you upon exercise of your Warrants to Mazanti-Andersen Advokatpartnerselskab's client account:

Bank:	Danske Bank, Holmens Kanal 2, 1092 Copenhagen K, Denmark
Registration no.:	4183
Account no.:	2760422455
IBAN:	DK4030002760422455
SWIFT-BIC	DABADKKK
Reference	"68721 – FWP"

Subject to the timely receipt of your Exercise Notice and Power of Attorney and your payment of the subscription amount, the Attorney (as defined in the Power of Attorney) will on your behalf:

- subscribe for the Warrant Shares set out in your Exercise Notice;
- complete, sign and deliver to BNYM the form of Transfer of Ownership Agreement enclosed as Schedule E and transfer your Warrant Shares to BNYM to enable delivery of a corresponding number of ADSs to you (ratio 14:1); and
- generally do, execute, and perform all such acts, documents, matters and things as the Attorney may in his absolute discretion deem desirable or expedient in connection with the exercise of Warrants and conversion of Warrant Shares into ADSs.

Kindly note that:

- Your delivery of the Exercise Notice and Power of Attorney is legally binding and irrevocable on your part.
- While Forward Pharma will strive to expedite the process as much as possible, the process will involve filings to and interactions with the U.S. Securities and Exchange Commission and the Danish Business Authority as well as transactions with BNYM. Consequently, Forward Pharma cannot commit itself to a firm date upon which the entire process is completed and your Warrant Shares are converted into ADSs listed for trading on the Nasdaq Capital Market in New York, U.S.

- The taxation of ADSs under Danish law is unclear and you are encouraged to seek independent tax advice with respect to the taxation of warrants, shares, and ADSs.
- According to the Nasdaq Listing Rules, a company shall have sufficient operations in order to maintain its listing on the Nasdaq Capital Market. Consequently, your ADSs may sooner or later be delisted from the Nasdaq Capital Market.
- While no decision has been made to this effect at this stage, it is possible that other windows to facilitate the deposit of shares in Forward Pharma into the ADR program will later be provided.

Sincerely,

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

Enclosures:

- Schedule A: Table of Warrants
- Schedule B: Process summary
- Schedule C: Form of Exercise Notice
- Schedule D: Form of Power of Attorney
- Schedule E: Form of Transfer of Ownership Agreement



FORWARD PHARMA A/S
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CBS@FORWARD-PHARMA.COM
WWW.FORWARD-PHARMA.COM
NASDAQ:FWP
VAT NUMBER 28 86 58 80

Sent by e-mail: [●]

[Holder of deferred shares]

Copenhagen, 20 January 2022

DEPOSIT OF SHARES AGAINST ISSUE OF AMERICAN DEPOSITARY SHARES P

Dear [●],

We write to you in your capacity as a holder of deferred shares in Forward Pharma A/S ("**Forward Pharma**") under the 2014 Omnibus Equity Incentive Compensation Plan.

Forward Pharma intends to provide a window to facilitate the conversion of ordinary shares in Forward Pharma into American Depositary Shares ("**ADSs**") to be listed for trading on the Nasdaq Capital Market in New York, U.S. as part of Forward Pharma's existing ADR program with The Bank of New York Mellon ("**BNYM**").

According to Forward Pharma's register of holders of deferred shares, you hold, as per today's date, such number of deferred shares as is set out in the table enclosed as Schedule A (the "**Deferred Shares**"), which may be exercised by you pursuant to the terms applicable to the Deferred Shares. Your Deferred Shares are registered by the Form S-8 filed with the U.S. Securities and Exchange Commission on April 9, 2015.

Exercise of Deferred Shares will take place by way of a subscription for new ordinary shares in Forward Pharma in connection with an increase of Forward Pharma's share capital. The process for your subscription for ordinary shares (the "**Award Shares**") in Forward Pharma upon exercise of Deferred Shares and the subsequent conversion of the Award Shares into ADSs is summarized in Schedule B. As a reminder, based on the current ADS ratio, each ADS represents 14 ordinary shares.

If you are interested in exploiting this opportunity by exercising all or some of your Deferred Shares and convert the Award Shares into ADSs, please carefully follow the instructions set out in this letter.

1. **No later than by 7 February 2022:** Complete, sign and deliver the form of Exercise Notice enclosed as Schedule C and the form of Power of Attorney enclosed as Schedule D to:

Mazanti-Andersen Advokatpartnerselskab
Attn: Anne Krebs, attorney-at-law
E-mail: akr@mazanti.dk

Please note that in order to be able to receive ADSs you will have to open a custody account with a bank (to the extent you do not already have such account). The Exercise Notice delivered to Mazanti-Andersen must be completed with all relevant account details, and your prior opening of a custody account may thus become a time constraint on your part.

2. **With value no later than by 10 February 2022:** Wire transfer the total cash subscription amount payable by you upon exercise of your Deferred Shares to Mazanti-Andersen Advokatpartnerselskab's client account:

Bank:	Danske Bank, Holmens Kanal 2, 1092 Copenhagen K, Denmark
Registration no.:	4183
Account no.:	2760422455
IBAN:	DK4030002760422455
SWIFT-BIC	DABADKKK
Reference	"68721 – FWP"

Subject to the timely receipt of your Exercise Notice and Power of Attorney and your payment of the subscription amount, the Attorney (as defined in the Power of Attorney) will on your behalf:

- subscribe for the Award Shares set out in your Exercise Notice;
- complete, sign and deliver to BNYM the form of Transfer of Ownership Agreement enclosed as Schedule E and transfer your Award Shares to BNYM to enable delivery of a corresponding number of ADSs to you (ratio 14:1); and
- generally do, execute, and perform all such acts, documents, matters and things as the Attorney may in his absolute discretion deem desirable or expedient in connection with the exercise of Deferred Shares and conversion of Award Shares into ADSs.

Kindly note that:

- Your delivery of the Exercise Notice and Power of Attorney is legally binding and irrevocable on your part.
- While Forward Pharma will strive to expedite the process as much as possible, the process will involve filings to and interactions with the U.S. Securities and Exchange Commission and the Danish Business Authority as well as transactions with BNYM. Consequently, Forward Pharma cannot commit itself to a firm date upon which the entire process is completed and your Award Shares are converted into ADSs listed for trading on the Nasdaq Capital Market in New York, U.S.

- The taxation of ADSs under Danish law is unclear and you are encouraged to seek independent tax advice with respect to the taxation of warrants, shares, and ADSs, as applicable.
- According to the Nasdaq Listing Rules, a company shall have sufficient operations in order to maintain its listing on the Nasdaq Capital Market. Consequently, your ADSs may sooner or later be delisted from the Nasdaq Capital Market.
- While no decision has been made to this effect at this stage, it is possible that other windows to facilitate the deposit of shares in Forward Pharma into the ADR program will later be provided.

Sincerely,

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

Enclosures:

- Schedule A: Table of Deferred Shares
- Schedule B: Process summary
- Schedule C: Form of Exercise Notice
- Schedule D: Form of Power of Attorney
- Schedule E: Form of Transfer of Ownership Agreement