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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): April 27, 2023 (April 23, 2023)

NEKTAR THERAPEUTICS
(Exact Name of Registrant as Specified in Charter)

Delaware	0-24006	94-3134940
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

455 Mission Bay Boulevard South
San Francisco, California 94158
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (415) 482-5300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, $0.0001 par value	NKTR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 1.02 Termination of Material Definitive Agreement.

On April 27, 2023, Nektar Therapeutics, a Delaware corporation ("Nektar"), issued a press release (the "Press Release") announcing it will regain full rights to rezpegaldesleukin, a selective regulatory T-cell (Treg) therapy in clinical development.

On July 23, 2017, Nektar entered into a License Agreement (the "Agreement") with Eli Lilly and Company ("Lilly"), which Agreement was filed as an exhibit to Nektar's Quarterly Report on Form 10-Q for the period ended September 30, 2017.

Nektar requested the return of the rights to rezpegaldesleukin from Lilly. On April 23, 2023, Nektar received from Lilly a notice of at-will termination (Notice) of the Agreement. Under the applicable terms of the Agreement, Lilly may terminate the Agreement at will (and with no requirement of cause) if it provides 90 days' notice to Nektar. The Agreement further provides that Lilly must reasonably cooperate with Nektar to facilitate a smooth, orderly and prompt transition (including during any notice period) of any ongoing rezpegaldesleukin activities, and must use commercially reasonable efforts, at Nektar's sole cost and expense to, among other things, promptly transfer or assign to Nektar all regulatory approvals, third party licenses, supply chain agreements and any other materials or information necessary or useful (as such usefulness is reasonably determined by Nektar) for the continued development, manufacture and commercialization of rezpegaldesleukin. Included with the Notice by Lilly was a statement that the "termination shall be effective as of July 22, 2023," which corresponds to ninety days after the April 23, 2023, date of the Notice.

Pursuant to the terms of the Agreement, Lilly's termination at will results in the termination of all licenses and other rights granted by Nektar to Lilly with regard to the rezpegaldesleukin program. Nektar has not included any of the potential milestone or other potential payments to Nektar under the Agreement in Nektar's cash forecasts. Accordingly, termination of the Agreement will not impact Nektar's cash guidance.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by the full text of the Agreement, a copy of which was filed as an exhibit to Nektar's Quarterly Report on Form 10-Q for the period ended September 30, 2017.

Item 7.01 Regulation FD Disclosure.

On April 27, 2023, the Nektar issued a press release announcing, among other things, that Nektar will regain full rights to rezpegaldesleukin.

A copy of the Company's press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01. This information, including Exhibit 99.1, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	**Description**
99.1	Press release titled "Nektar Therapeutics Announces It Will Regain Full Rights to Rezpegaldesleukin (REZPEG, NKTR-358), a Novel, First-in-Class Selective Regulatory T-cell (Treg) Therapy in Clinical Development"
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 hereunto duly authorized.

NEKTAR THERAPEUTICS

Date: April 27, 2023

By: /s/ Mark A. Wilson
Mark A. Wilson
Chief Legal Officer and Secretary

Nektar Therapeutics Announces It Will Regain Full Rights to Rezpegaldesleukin (REZPEG, NKTR-358), a Novel, First-in-Class Selective Regulatory T-cell (Treg) Therapy in Clinical Development

Company plans to move REZPEG forward into Phase 2 clinical study in atopic dermatitis

SAN FRANCISCO, April 27, 2023 -- Nektar Therapeutics (Nasdaq: NKTR) today announced that it will be regaining the full rights to REZPEG from Eli Lilly and Company.

As announced in a press release issued on April 17, Nektar plans to move forward with REZPEG and will initiate a Phase 2b study in patients with moderate-to-severe atopic dermatitis in 2023. The company will also explore other auto-immune indications for the development plan for REZPEG.

Phase 1b data for REZPEG in atopic dermatitis were presented at an investment presentation made by Eli Lilly and Company in December 2021 and at the 2022 European Academy of Dermatology (EADV). REZPEG evidenced a dose-dependent improvement over placebo for key efficacy measures of mean change in EASI, EASI-75, vIGA-AD scores, and Itch NRS ≥4-point scales. These improvements were observed for an additional 36 weeks following the 12-week treatment period.

“The promising Phase 1b data presented at the 2022 EADV conference warrant moving REZPEG forward into Phase 2 development,” said Jonathan Silverberg, MD, PhD, MPH, Associate Professor of Dermatology at The George Washington University School of Medicine and Health Sciences in Washington, DC and the Director of Clinical Research and Contact Dermatitis. “The durability of the response may offer an opportunity for a quarterly maintenance dosing regimen and improved long-term disease control.”

The proof-of-concept data presented to-date on REZPEG also evidenced REZPEG’s ability to stimulate Tregs to target an immune system imbalance resulting in an improvement of disease activity in patients. In addition, REZPEG data were recently highlighted in a talk by Eric Lawrence Simpson, MD, FAAD at the 2023 American Academy of Dermatology (AAD) Annual Meeting on March 17, 2023 in the scientific session covering atopic dermatitis, as a potential future remittive therapy.

“We are pleased to be regaining full rights to REZPEG,” said Howard W. Robin, President and CEO of Nektar. “We plan to work quickly to initiate a Phase 2b study in atopic dermatitis. We believe the strong data generated to-date for REZPEG in atopic dermatitis show the significant potential for REZPEG to emerge as an innovative new mechanism with the possibility of disease resolution in a growing biologic treatment field. We are excited about REZPEG’s immune-modulatory profile and believe it could offer great hope in the future to patients who are managing this common and debilitating condition. We look forward to demonstrating this in the clinic as quickly as possible.”

About Nektar Therapeutics

Nektar Therapeutics is a biopharmaceutical company with a robust, wholly owned R&D pipeline of investigational medicines in immunology and oncology as well as a portfolio of approved partnered medicines. Nektar is headquartered in San Francisco, California, with additional manufacturing operations in Huntsville, Alabama. Further information about the company and its drug development programs and capabilities may be found online at http://www.nektar.com.

About Rezpegaldesleukin (REZPEG, NKTR-358)

Autoimmune and inflammatory diseases cause the immune system to mistakenly attack and damage healthy cells in a person’s body. A failure of the body’s self-tolerance mechanisms enables the formation of the pathogenic T lymphocytes that conduct this attack. REZPEG is an investigational, potential first-in-class T regulatory cell stimulator that may address this underlying immune system imbalance in people with many autoimmune and inflammatory conditions. It is designed to target the interleukin-2 receptor complex in the body in order to stimulate proliferation of powerful inhibitory immune cells known as regulatory T cells. By activating these cells, REZPEG may act to bring the immune system back into balance.

About Atopic Dermatitis

Atopic dermatitis is a chronic skin disease characterized by intense itching, dry skin and inflammation that can be present on any part of the body.[1] Atopic dermatitis is a heterogeneous disease and may be characterized by a highly variable appearance in which flares occur in an unpredictable manner.[2] It is estimated that 16.5 million U.S. adults are affected by the disease with nearly 40% being diagnosed with moderate to severe disease.[3]

Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements which can be identified by words such as: "will," "may," "advance," "support," "develop," "provide," "expect," "aim," "potential" and similar references to future periods. Examples of forward-looking statements include, among others, statements regarding the therapeutic potential of, and future development plans for rezpegaldesleukin, and our other drug candidates in research programs, the prospects and plans for our collaborations with other companies, the timing of the initiation of clinical studies and the data readouts for our drug candidates. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, anticipated events and trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Our actual results may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause our actual results to differ materially from those indicated in the forward-looking statements include, among others: (i) our statements regarding the therapeutic potential of rezpegaldesleukin, and our other drug candidates are based on preclinical and clinical findings and observations and are subject to change as research and development continue; (ii) rezpegaldesleukin and our other drug candidates are investigational agents and continued research and development for these drug candidates is subject to substantial risks, including negative safety and efficacy findings in ongoing clinical studies (notwithstanding positive findings in earlier preclinical and clinical studies); (iii) rezpegaldesleukin and our other drug candidates are in various stages of clinical development and the risk of failure is high and can unexpectedly occur at any stage prior to regulatory approval; (iv) the timing of the commencement or end of clinical trials and the availability of clinical data may be delayed or unsuccessful due to challenges caused by the COVID-19 pandemic, regulatory delays, slower than anticipated patient enrollment, manufacturing challenges, changing standards of care, evolving regulatory requirements, clinical trial design, clinical outcomes, competitive factors, delays in receiving all necessary data, filings, and materials relating to rezpegaldesleukin from Eli Lilly and Company, or delay or failure in ultimately obtaining regulatory approval in one or more important markets; (v) we may not achieve the expected cost savings we expect from our 2022 corporate restructuring and reorganization plan or our 2023 cost restructuring plan and we may undertake additional restructuring and cost-saving activities in the future, (vi) patents may not issue from our patent applications for our drug candidates, patents that have issued may not be enforceable, or additional intellectual property licenses from third parties may be required; and (vii) certain other important risks and uncertainties set forth in our Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 28, 2023. Any forward-looking statement made by us in this press release is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise.

1. Weidinger S, Novak N. Lancet. 2016;387:1109-1122.
2. Langan SM, et al. Arch Dermatol. 2008;142:1109.
3. Chiesa Fuxench, Z. C. et al. J. Invest. Dermatol. 2019;139(3): 583-590.

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