# 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): **June 4, 2024**

# ARRIVENT BIOPHARMA, INC.

(Exact name of registrant as specified in its charter)

| **Delaware** | **001-41929** | **86-3336099** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| **18 Campus Boulevard, Suite 100**<br>**Newtown Square, PA** | **19073** |
|---|---|
| (Address of principal executive offices) | (zip code) |

Registrant's telephone number, including area code: **(628) 277-4836**

**N/A**
**(Former name or former address, if changed since last report.)**

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 per share** | **AVBP** | **The Nasdaq Stock Market LLC** |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 1.01 Entry into a Material Definitive Agreement.**

On June 4, 2024, ArriVent BioPharma, Inc. (the "Company") entered into a Research and Collaboration Agreement with Jiangsu Alphamab Biopharmaceuticals Co., Ltd. ("Alphamab"), a wholly owned subsidiary of Alphamab Oncology, pursuant to which the Company and Alphamab will discover, develop and commercialize novel antibody drug conjugates for the treatment of cancers (the "Alphamab Agreement").

Under the Alphamab Agreement, and subject to the Company's payment to Alphamab of the applicable research costs, Alphamab will grant the Company an exclusive, royalty-bearing, sublicensable license under certain Alphamab intellectual property and joint intellectual property to develop and commercialize such products in all fields of use worldwide, except greater China, which includes mainland China, Hong Kong, Macau and Taiwan (the "Retained Territory"). Alphamab retains the right to develop and commercialize such products in the Retained Territory. Under the Alphamab Agreement, the Company grants to Alphamab a royalty-free, perpetual license, which is exclusive during the term of the Alphamab Agreement and non-exclusive thereafter, under all intellectual property rights conceived, discovered, developed or otherwise made solely by the Company or jointly with Alphamab pursuant to the activities under the Alphamab Agreement for any and all purposes within the Retained Territory.

Upon commencement of activities to manufacture the products for use in certain clinical trials, Alphamab will grant to the Company a royalty-bearing license under certain Alphamab intellectual property to manufacture the applicable products. Under the Alphamab Agreement, Alphamab is entitled to an upfront payment and potential development and sales milestone payments of up to an aggregate of $615.5 million from the Company. Additionally, Alphamab is entitled to receive royalties in the low- to mid- single digit percent range on net sales of products outside greater China that may arise from the Alphamab Agreement.

The Alphamab Agreement is subject to termination (i) by either party for customary purposes, including the material breach by or bankruptcy of the other party, (ii) by the Company for convenience, (iii) by Alphamab due to the Company's challenge of certain patents held by Alphamab, or (iv) by Alphamab on a product-by-product basis due to the Company's failure to carry out certain diligence obligations or in certain instances if there is a change of control of the Company.

The foregoing summary of the Alphamab Agreement is qualified in its entirety by reference to the Alphamab Agreement, a copy of which the Company intends to file as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2024.

**Item 7.01 Regulation FD Disclosure.**

On June 5, 2024, the Company issued a press release announcing the multi-target ADC collaboration with Alphamab. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information set forth in this Item 7.01 and Exhibit 99.1 shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as 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 dated June 5, 2024. |
| 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 thereunto duly authorized.

**ARRIVENT BIOPHARMA, INC.**

By: /s/ Winston Kung, MBA
Winston Kung, MBA
Chief Financial Officer and Treasurer

Date: June 5, 2024

**Exhibit 99.1**

**ArriVent Announces a Multi-Target ADC Collaboration with Alphamab**

*Collaboration will leverage Alphamab's antibody drug conjugate ("ADC") research and discovery platform and ArriVent's global development and commercialization expertise*

*Upfront and milestone payments to Alphamab worth up to $615.5 million for potential ADCs*

**SUZHOU, CHINA and NEWTOWN SQUARE, PA –** June 5, 2024 – ArriVent BioPharma, Inc., ("ArriVent") a clinical-stage company dedicated to accelerating the global development of innovative biopharmaceutical therapeutics, today announced that the Company has entered into a collaboration agreement with Jiangsu Alphamab Biopharmaceuticals Co., Ltd. ("Alphamab"), a wholly owned subsidiary of Alphamab Oncology, to discover, develop and commercialize novel antibody drug conjugates ("ADCs") for the treatment of cancers.

"This exciting collaboration strengthens and complements our pipeline with the potential to add multiple innovative new ADC programs and exemplifies our strategic model of identifying and developing potential first-and best-in-class product candidates from across the globe," said Bing Yao, Chairman and Chief Executive Officer of ArriVent. "We look forward to complementing the research and discovery capabilities of Alphamab with our global drug development and commercialization expertise to address the unmet needs of cancer patients."

"ArriVent shares our passion for developing differentiated, clinically valuable, and globally competitive new drugs," said Ting Xu, Ph.D., Founder, Chairman, and CEO of Alphamab Oncology. "This collaboration, based on Alphamab's proprietary and clinically validated glycan-conjugation platform, combined with ArriVent's deep knowledge in oncology and extensive development experience, provides us with the opportunity to work together to deliver important new oncology therapeutics to patients."

Under the agreement, both companies will leverage Alphamab's proprietary linker-payload platform and glycan-conjugation technology to identify novel ADCs for oncology indications. The agreement gives ArriVent exclusive rights to develop and commercialize ADCs globally, except greater China, which includes outside of mainland China, Hong Kong, Macau and Taiwan where Alphamab retains the right to develop and commercialize the ADCs.

The terms of the agreement include combined upfront and potential milestone payments to Alphamab of up to $615.5 million in aggregate for the potential programs, based on the achievement of certain regulatory, development, and sales milestones. In addition, Alphamab is entitled to receive tiered sales royalties from ArriVent for each ADC product.

**About ArriVent**

ArriVent is a clinical-stage biopharmaceutical company dedicated to the identification, development, and commercialization of differentiated medicines to address the unmet medical needs of patients with cancers. ArriVent seeks to utilize its team's deep drug development experience to maximize the potential of its lead development candidate, firmonertinib, and advance a pipeline of novel therapeutics, such as next-generation antibody drug conjugates, through approval and commercialization.

**About Alphamab Oncology**

Alphamab Oncology is a leading biopharmaceutical company in China with a fully integrated proprietary biologics platform in bispecific and protein engineering. The Alphamab Oncology's highly differentiated inhouse pipeline consists of monoclonal antibodies, bispecific antibodies, and antibody-drug conjugates in staggered development status in oncology, including, among others, one approved for marketing by the National Medical Products Administration of China and three in late clinical stage. Alphamab Oncology has developed various technologies and platforms of antibody-based therapies for oncology treatment and expertise in this regard. Benefitting from the proprietary protein engineering platforms and structure-guided molecular modeling expertise, Alphamab Oncology is able to create a new generation of multi-functional biological drug candidates that could potentially benefit patients globally.

**Forward-Looking Statements**

This press release includes certain disclosures that contain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 about us and our industry that involve substantial risks and uncertainties. All statements other than statements of historical facts contained in this press release, including statements regarding ArriVent's ability to discover develop, and commercialize ADCs in collaboration with Alphamab, the potential milestone payments and tiered sales royalty payments to Alphamab, if any, the potential for such ADCs to help to address the unmet needs of cancer patients, the timing, progress and results of pre-clinical studies and clinical trials for any such ADCs, including our product development plans and strategies, ArriVent's clinical programs, future results of operations or financial condition, business strategy and plans, and objectives of management for future operations, are forward-looking statements. In some cases, you can identify forward-looking statements because they contain words such as "anticipate," "believe," "contemplate," "continue," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "target," "will," or "would" or the negative of these words or other similar terms or expressions. Forward-looking statements are based on ArriVent's current expectations and are subject to inherent uncertainties, risks and assumptions that are difficult to predict. Factors that could cause actual results to differ include, but are not limited to, risks and uncertainties that are described more fully in the section titled "Risk Factors" in ArriVent's annual report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission on March 28, 2024, and its other filings with the Securities and Exchange Commission. Forward-looking statements contained in this press release are made as of this date, and ArriVent undertakes no duty to update such information except as required under applicable law.

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