

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): **May 12, 2023**

**uniQure N.V.**

(Exact Name of Registrant as Specified in Charter)

**The Netherlands**  
(State or Other  
Jurisdiction of Incorporation)

**001-36294**  
(Commission  
File Number)

**N/A**  
(IRS Employer  
Identification No.)

**Paasheuvelweg 25a,  
1105 BP Amsterdam, The Netherlands**  
(Address of Principal Executive Offices)

**N/A**  
(Zip Code)

Registrant's telephone number, including area code: **+31-20-566-7394**

(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 (*see* General Instruction A.2. below):

- ☐ 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:
Ordinary Shares, par value €0.05 per share	QURE	The Nasdaq Stock Market LLC The 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 1.01      Entry into a Material Definitive Agreement.**

*Royalty Purchase Agreement*

On May 12, 2023, uniQure biopharma BV, a wholly-owned subsidiary of uniQure N.V., (the “Company”) entered into a royalty purchase agreement (the “Purchase Agreement”) with HemB SPV, L.P. (“Purchaser”) for the sale of a portion of the royalty rights due to the Company from CSL Behring LLC (“CSL Behring”) under the commercialization and license agreement between the Company and CSL Behring dated as of June 24, 2020 (the “Commercialization and License Agreement”), from the net sales of HEMGENIX® (the “Product”).

Under the terms of the Purchase Agreement, the Company will receive an upfront cash payment of \$375 million in exchange for the lowest royalty tier on CSL Behring’s worldwide net sales of the Product. The Company is also eligible to receive an additional \$25 million milestone payment under the Purchase Agreement if 2024 net sales of the Product exceed a pre-specified threshold. The Purchaser will receive up to 1.85 times the purchase price (which includes the upfront payment and, if paid, the \$25 million milestone payment) until June 30, 2032 or, if such cap is not met by June 30, 2032, up to 2.25 times the purchase price through December 31, 2038. If 2024 net sales do not exceed a pre-specified threshold, the Company will be obligated to pay \$25 million to the Purchaser but only to the extent the Company achieves a future sales milestone under the Commercialization and License Agreement. If such milestone payment is not due from CSL Behring, the Company is not obligated to pay any amounts to the Purchaser.

The Company will retain the rights to all other royalties, as well as contractual milestones totaling up to \$1.5 billion, under the terms of the Commercialization and License Agreement.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2023.

*Hercules Amendment*

In connection with the execution of the Purchase Agreement, the Company entered into Amendment No. 1 (the “Amendment”) to the Third Amended and Restated Loan and Security Agreement (the “Loan Agreement”) with Hercules Capital, Inc. (“Hercules”) in its capacity as administrative agent and collateral agent for itself and the other financial institutions or entities party thereto as lenders (the “Lenders”).

The Amendment amends the terms of the Loan Agreement, which was entered into on December 15, 2021, by and among the Company, Hercules, the Lenders and certain other parties signatory thereto. Specifically, the amendment provides that the transactions contemplated by the Purchase Agreement are a Permitted Royalty Transaction (as defined in the Loan Agreement), and contains a consent by Hercules and the Lenders to certain arrangements agreed upon between the Company and the Purchaser in the Purchase Agreement. Additionally, the maturity date and the interest-only period of the Loan Agreement was extended to January 5, 2027. Finally, the Company, Hercules and the Lenders agreed to a \$1.25 million fee payable by the Company at the earlier of the January 5, 2027 maturity date, the date the Company prepays the outstanding secured obligations under the Loan Agreement, and the date that the secured obligations under the Loan Agreement become due and payable.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2023.

**Item 2.03          Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

The information set forth above in Item 1.01 of this Current Report on Form 8-K regarding the financial obligations of the Company under the Purchase Agreement and the Loan Agreement, as amended by the Amendment, is incorporated into this Item 2.03 by reference.

**Item 8.01          Other Events.**

On May 15, 2023, the Company issued a press release entitled “uniQure Announces Sale of its Royalty Interest in CSL Behring’s HEMGENIX® for Up To \$400 Million Cash to HealthCare Royalty and Sagard Healthcare Partners.” The full text of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01          Financial Statements and Exhibits.**

(d) The following exhibits are being filed herewith:

99.1          [Press Release dated May 15, 2023, entitled “uniQure Announces Sale of its Royalty Interest in CSL Behring’s HEMGENIX® for Up To \\$400 Million Cash to HealthCare Royalty and Sagard Healthcare Partners”](#)

104          Cover Page formatted in Inline XBRL.

## 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.

### UNIQUE N.V.

Date: May 16, 2023

By: /s/ David Cervený

DAVID CERVENÝ

Chief Legal Officer

## EXHIBIT INDEX

Exhibit No.	Description
<a href="#">99.1</a>	<a href="#">Press Release dated May 15, 2023, entitled “uniQure Announces Sale of its Royalty Interest in CSL Behring’s HEMGENIX® for Up To \$400 Million Cash to HealthCare Royalty and Sagard Healthcare Partners”</a>
104	Cover Page formatted in Inline XBRL.



**uniQure Announces Sale of Royalty Interest in HEMGENIX®  
for Up To \$400 Million**

*~ uniQure to receive \$375 million upfront cash payment ~*

*~ Under the existing agreement with CSL Behring, uniQure retains the rights to future milestones totaling up to \$1.5 billion and maintains an interest in HEMGENIX® royalties ~*

*~ Capped royalty financing provides uniQure non-equity-dilutive capital to advance its broad gene therapy pipeline, including AMT-130 for Huntington's disease ~*

**Lexington, MA and Amsterdam, the Netherlands**, May 15, 2023 — uniQure N.V. (NASDAQ: QURE), a leading gene therapy company advancing transformative therapies for patients with severe medical needs, today announced it has entered into a definitive agreement to sell a portion of the royalty rights due to uniQure from CSL Behring from the net sales of HEMGENIX® (*etranacogene dezaparvovec-drbl*) to HealthCare Royalty (HCRx) and Sagard Healthcare for a gross purchase price of up to \$400 million in cash.

“This attractive financing provides uniQure with immediate, non-equity-dilutive capital to continue to invest in our AAV gene therapy pipeline and platform and to advance potentially breakthrough gene therapies for patients, including AMT-130 in Huntington’s disease, AMT-260 for refractory temporal lobe epilepsy, AMT-162 for SOD-1 ALS and other product candidates,” stated Matt Kapusta, chief executive officer of uniQure. “The partial monetization of this royalty stream validates the significant potential of HEMGENIX® global sales while substantially reducing commercialization risk for uniQure. We are pleased to reach this agreement with HealthCare Royalty and Sagard Healthcare, each of whom is a recognized leader in funding innovation across life sciences, and look forward to furthering our opportunities for growth and value creation.”

Under the terms of the agreement, uniQure will receive an upfront cash payment of \$375 million in exchange for the lowest royalty tier on CSL Behring’s worldwide net sales of HEMGENIX® up to 1.85 times the purchase price until June 30, 2032 or, if such cap is not met by June 30, 2032, up to 2.25x the purchase price through December 31, 2038.

uniQure also is eligible to receive an additional \$25 million milestone payment if 2024 net sales of HEMGENIX® exceed a pre-specified threshold. uniQure will retain the rights to all other royalties under its existing Commercialization and License Agreement with CSL Behring, as well as contractual milestones totaling up to \$1.5 billion, including the \$100 million milestone for the first U.S. product sale and the \$75 million milestone for the first product sale in one of five major European countries if achieved prior to July 2, 2023. The transaction is expected to close no later than 15 business days from signing.

Clarke B. Futch, Chairman and Chief Executive Officer of HCRx, stated, “We believe that real innovation is the lifeblood of the biotechnology industry, and it’s a rare opportunity to be part of a true first, with HEMGENIX® being the first gene therapy approved for adults with hemophilia B. We are pleased to be able to provide uniQure with the opportunity to immediately monetize their royalty asset to allow them to continue to develop their innovative gene therapy programs.”

“Sagard is excited to complete this transaction and support uniQure with its mission to develop one-time, transformative gene therapies for patients in need,” said David MacNaughtan, Partner and Head of Sagard Healthcare. “Sagard’s investment reflects our confidence in the commercial prospects of HEMGENIX® which is marketed by CSL Behring.”

uniQure led the multi-year development of HEMGENIX<sup>®</sup> and completed an exclusive global license and commercialization agreement with CSL Behring in May 2021. HEMGENIX<sup>®</sup> is approved for the treatment of hemophilia B in the U.S., Europe and United Kingdom. CSL Behring also is pursuing registration in additional countries.

uniQure expects the transaction will extend its cash runway into the second quarter of 2026, assuming receipt of the contractual milestone payment for the first sale of HEMGENIX<sup>®</sup> in the U.S.

Moelis & Company LLC acted as financial advisor to uniQure in this transaction and Ropes & Gray, LLP acted as legal advisor.

HCRx was represented in the transaction by Sidley Austin, LP.

Sagard was represented in the transaction by Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

### **About HEMGENIX<sup>®</sup>**

HEMGENIX<sup>®</sup> is a gene therapy that reduces the rate of abnormal bleeding in eligible people with hemophilia B by enabling the body to continuously produce factor IX, the deficient protein in hemophilia B. It uses AAV5, a non-infectious viral vector, called an adeno-associated virus (AAV). The AAV5 vector carries the Padua gene variant of Factor IX (FIX-Padua) to the target cells in the liver, generating factor IX proteins that are 5x-8x more active than normal. These genetic instructions remain in the target cells, but generally do not become a part of a person's own DNA. Once delivered, the new genetic instructions allow the cellular machinery to produce stable levels of factor IX.

HEMGENIX<sup>®</sup> is a registered trademark of CSL Behring.

### **About uniQure**

uniQure is delivering on the promise of gene therapy – single treatments with potentially curative results. The recent approvals of our gene therapy for hemophilia B – an historic achievement based on more than a decade of research and clinical development – represents a major milestone in the field of genomic medicine and ushers in a new treatment approach for patients living with hemophilia. We are now leveraging our modular and validated technology platform to advance a pipeline of proprietary gene therapies for the treatment of patients with Huntington's disease, refractory temporal lobe epilepsy, ALS, Fabry disease, and other severe diseases. [www.uniQure.com](http://www.uniQure.com)

### **About HealthCare Royalty**

HCRx is a leading royalty acquisition company focused on commercial or near-commercial stage biopharmaceutical products. HCRx has \$6.3 billion in cumulative capital commitments with offices in Stamford (CT), San Francisco, Boston and London. For more information, visit [www.healthcareroyalty.com](http://www.healthcareroyalty.com). HEALTHCARE ROYALTY<sup>®</sup> and HCRx<sup>®</sup> are registered trademarks of HealthCare Royalty Management, LLC.

### **About Sagard Healthcare**

Sagard Healthcare is Sagard's biopharmaceutical royalties investment strategy, investing in royalties and credit backed by approved and commercial biopharmaceutical products, diagnostics and medical devices. Sagard is a multi-strategy alternative investment asset management firm with more than \$13 billion under management and professionals located in Canada, the U.S. and Europe. We invest in venture capital, private equity, private credit, real estate and royalties. We deliver flexible capital, an entrepreneurial culture, and a global network of investors, commercial partners, advisors, and value creation experts. Our dynamic and supportive ecosystem gives our partners the advantage they need to learn, grow and win at every stage. Sagard also engages in private wealth management and new venture creation.

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## **uniQure Forward-Looking Statements**

*This press release contains forward-looking statements. All statements other than statements of historical fact are forward-looking statements, which are often indicated by terms such as "anticipate," "believe," "could," "establish," "estimate," "expect," "goal," "intend," "look forward to", "may," "plan," "potential," "predict," "project," "seek," "should," "will," "would" and similar expressions. Forward-looking statements are based on management's beliefs and assumptions and on information available to management only as of the date of this press release. These forward-looking statements include, but are not limited to, statements about whether HEMGENIX<sup>®</sup> will be a commercial success. The Company's actual results could differ materially from those anticipated in these forward-looking statements for many reasons, including, without limitation, risks associated with the regulatory approval and commercial launch of HEMGENIX<sup>®</sup>, our clinical trial for Huntington's disease, the impact of financial and geopolitical events on our Company and the wider economy and health care system, our Commercialization and License Agreement with CSL Behring, our clinical development activities, clinical results, collaboration arrangements, regulatory oversight, product commercialization and intellectual property claims, as well as the risks, uncertainties and other factors described under the heading "Risk Factors" in the Company's periodic securities filings, including its Annual Report on Form 10-K filed February 27, 2023 and its Quarterly Report on Form 10-Q filed May 9, 2023. Given these risks, uncertainties and other factors, you should not place undue reliance on these forward-looking statements, and the Company assumes no obligation to update these forward-looking statements, even if new information becomes available in the future.*

## **uniQure Contacts:**

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