

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

FORM 8-K

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

Date of Report (Date of earliest event reported): December 10, 2019 (December 5, 2019)

**AVADEL PHARMACEUTICALS PLC**  
(Exact name of registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-37977**  
(Commission  
File Number)

**98-1341933**  
(IRS Employer  
Identification No.)

**Block 10-1**  
**Blanchardstown Corporate Park, Ballycoolin**  
**Dublin 15, Ireland**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

Registrant's telephone number, including area code: +353 1 485 1200

**Not Applicable**  
(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 to 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
American Depositary Shares*	AVDL	The Nasdaq Global Market
Ordinary Shares, nominal value \$0.01 per share**	N/A	

\*American Depositary Shares may be evidenced by American Depositary Receipts. Each American Depositary Share represents one (1) Ordinary Share.

\*\* Not for trading, but only in connection with the listing of American Depositary Shares on The Nasdaq Global 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 5, 2019, upon the recommendation of its Nominating and Corporate Governance Committee, the Board of Directors (the “Board”) of Avadel Pharmaceuticals plc (the “Company”) appointed Dr. Mark McCamish to join the Board. The Board determined that Dr. McCamish is independent under the listing standards of Nasdaq. Dr. McCamish was also appointed to serve on the Audit Committee of the Board. Effective as of December 5, 2019, the Audit Committee of the Board is composed of Dr. McCamish, Geoffrey M. Glass, Peter Thornton and Dr. Eric Ende. The composition of the Compensation Committee and the Nominating and Corporate Governance Committee remains unchanged.

As a non-employee director, Dr. McCamish will receive cash compensation and an equity award for his Board service in accordance with the Company’s non-employee director compensation practices. Dr. McCamish is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Dr. McCamish and any other persons pursuant to which he was selected as a director.

On December 10, 2019, the Company issued a press release announcing Dr. McCamish’s appointment to the Board. A copy of this press release is furnished as Exhibit 99.1 to this report on Form 8-K.

**Item 9.01. Exhibits**

(d) Exhibits

[99.1 Press release issued by the Company on December 10, 2019, furnished herewith.](#)

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

December 10, 2019

**AVADEL PHARMACEUTICALS PLC**

By: /s/ Phillandas T. Thompson

Name: Phillandas T. Thompson

Title: Senior Vice President, General Counsel  
and Corporate Secretary

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### **Avadel Pharmaceuticals Appoints Dr. Mark McCamish to its Board of Directors**

**DUBLIN, Ireland, December 10, 2019** -- Avadel Pharmaceuticals plc (Nasdaq: AVDL), a company focused on developing FT218, an investigational, once-nightly formulation of sodium oxybate for treating narcolepsy, announced today the appointment of Mark McCamish, MD, Ph.D. to its board of directors, effective immediately.

“We are pleased to have Dr. McCamish join our board of directors. He brings Avadel tremendous experience as a senior executive overseeing research and development at several leading global companies, including Abbott, Amgen, and Sandoz,” stated Mr. Geoffrey Glass, Chairman of the Board. “Dr. McCamish has demonstrated a commercial mindset in establishing novel research, development, and regulatory strategies that led to approvals and commercial successes in multiple therapeutic areas and various dosage forms. This deep domain expertise, coupled with his leadership experience as CEO of Forty Seven, Inc., make him a great addition to the Avadel board of directors.”

Dr. McCamish is an internationally recognized expert in drug development and manufacturing. He is currently the President and Chief Executive Officer of Forty Seven, Inc. (Nasdaq:FTSV), a clinical-stage, immuno-oncology company focused on developing therapies to activate macrophages in the fight against cancer. Prior to Forty Seven, Inc., Dr. McCamish was the Global Head of Biopharmaceutical Development at Sandoz International, a Novartis company. Dr. McCamish was acknowledged by Novartis with a Chairman award for 2010, 2011, 2012, 2013, 2014, and 2015, and the European Antibody Congress named Dr. McCamish one of the top 50 global antibody industry influencers. Prior to Sandoz, Dr. McCamish served as a member of the executive team of PDL Biopharma, Inc. across several roles, including SVP and Chief Medical Officer. He helped lead the spin out of PDL’s R&D business, which was named Facet Biotech. Due to clinical advances made in both multiple sclerosis with daclizumab and multiple myeloma with elotuzumab, Facet Biotech was acquired by Abbott Labs. Dr. McCamish has also held senior R&D roles at Perlegen Sciences, Amgen, Inc., and Abbott Laboratories.

After earning a Ph.D. in Human Nutrition from Penn State and MD from UCLA, he completed his residency and fellowship training at the University of California, Davis (UC Davis). He has also held professorships at UC Davis and Ohio State University.

#### **About Avadel Pharmaceuticals plc:**

Avadel Pharmaceuticals plc (Nasdaq: AVDL) is an emerging biopharmaceutical company. The Company’s primary focus is the development and potential FDA approval of FT218, which is in a Phase 3 clinical trial for the treatment of narcolepsy patients suffering from excessive daytime sleepiness (EDS) and cataplexy. In addition, Avadel develops and markets a portfolio of sterile injectable drugs used in the hospital setting. For more information, please visit [www.avadel.com](http://www.avadel.com).

#### **Cautionary Disclosure Regarding Forward-Looking Statements**

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements relate to our future expectations, beliefs, plans, strategies, objectives, results, conditions, financial performance, prospects, or other events. In some cases, forward-looking statements can be identified by the use of words such as “will,” “may,” “believe,” “expect,” “look forward,” “on track,” “guidance,” “anticipate,” “estimate,” “project” and similar expressions, and the negatives thereof (if applicable).

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Our forward-looking statements are based on estimates and assumptions that are made within the bounds of our knowledge of our business and operations and that we consider reasonable. However, our business and operations are subject to significant risks and as a result there can be no assurance that actual results of our research, development and commercialization activities and the results of our business and operations will not differ materially from the results contemplated in such forward-looking statements. Factors that could cause actual results to differ from expectations in our forward-looking statements include the risks and uncertainties described in the “Risk Factors” section of Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018, which we filed with the Securities and Exchange Commission on March 15, 2019.

Forward-looking statements speak only as of the date they are made and are not guarantees of future performance. Accordingly, you should not place undue reliance on forward-looking statements. We do not undertake any obligation to publicly update or revise the forward-looking statements contained in this Annual Report.

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