

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): August 1, 2023

**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.)

**10 Earlsfort Terrace**  
**Dublin 2, Ireland, D02 T380**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

Registrant's telephone number, including area code: +353 1 901-5201

**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 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
American Depositary Shares* Ordinary Shares, nominal value \$0.01 per share**	AVDL N/A	The Nasdaq Global Market

\*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.**

As described in Item 5.07 below, Avadel Pharmaceuticals plc (the “Company”) held its 2023 Annual Meeting of Shareholders (the “Annual Meeting”) on August 1, 2023. At the Annual Meeting, the Company’s shareholders approved an amendment (the “Amendment”) to the Company’s 2020 Omnibus Incentive Compensation Plan (as amended, the “2020 Plan”). The Amendment was adopted by the Board of Directors (the “Board”) on April 17, 2023 and became effective upon shareholders’ approval.

The Amendment among other things, increases the aggregate number of shares authorized for issuance under the 2020 Plan by 6,500,000 shares.

The terms and conditions of the Amendment are described in the section entitled “Proposal 3 – To Amend the Avadel Pharmaceuticals plc 2020 Omnibus Incentive Compensation Plan” in the Company’s definitive proxy statement filed on April 28, 2023, as amended on June 5, 2023 (the “Proxy Statement”), with the Securities and Exchange Commission under Section 14(a) of the Securities Exchange Act of 1934, as amended.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On August 1, 2023, the Company held its Annual Meeting. Proxies were solicited pursuant to the Company’s Proxy Statement. The number of ordinary shares, par value \$0.01 per share, of the Company (the “Ordinary Shares”) entitled to vote at the Annual Meeting was 76,905,915. The number of Ordinary Shares present or represented by valid proxy at the Annual Meeting was 76,823,405, thus establishing a quorum for the Annual Meeting. The voting results reported below are final.

The following is a tabulation of the voting on the proposals presented at the Annual Meeting:

**Proposal 1:** By separate resolutions, to elect Gregory J. Divis, Dr. Eric J. Ende, Geoffrey M. Glass, Dr. Mark A. McCamish, Linda S. Palczuk and Peter J. Thornton as directors to the Board, each to serve a one-year term expiring at the conclusion of the next annual general meeting of shareholders.

<b>Nominees</b>	<b>For Nominee</b>	<b>Against Nominee</b>	<b>Withhold Authority for Nominee</b>	<b>Broker Non-Votes</b>
Gregory J. Divis	76,609,050	182,906	31,449	0
Dr. Eric J. Ende	76,053,402	737,859	32,144	0
Geoffrey M. Glass	76,439,518	342,924	40,963	0
Dr. Mark A. McCamish	76,712,795	79,112	31,498	0
Linda S. Palczuk	76,590,273	105,889	127,243	0
Peter J. Thornton	76,584,630	111,830	126,945	0

**Proposal 2:** To ratify, in a non-binding vote, the appointment of Deloitte & Touche LLP as the Company’s independent registered public auditor and accounting firm for the fiscal year ending December 31, 2023 and to authorize, in a binding vote, the Audit Committee of the Board to set the independent registered public auditor and accounting firm remuneration.

<b>Shares Voted For</b>	<b>Shares Against</b>	<b>Shares Abstaining</b>	<b>Broker Non-Votes</b>
76,574,355	181,019	68,031	0

**Proposal 3:** To approve the Amendment to the Company's 2020 Plan to increase the number of shares authorized for issuance under the 2020 Plan by 6,500,000 shares.

<b>Shares Voted For</b>	<b>Shares Against</b>	<b>Shares Abstaining</b>	<b>Broker Non-Votes</b>
72,472,705	3,986,606	364,094	0

Based on the foregoing, Gregory J. Divis, Dr. Eric J. Ende, Geoffrey M. Glass, Dr. Mark A. McCamish, Linda S. Palczuk and Peter J. Thornton were elected as directors, each to serve a one-year term expiring at the conclusion of the 2024 annual general meeting of shareholders and until each such director's successor shall have been duly elected and qualified or until his or her earlier resignation or removal. Deloitte & Touche LLP was ratified as the Company's independent registered public auditor and accounting firm for the fiscal year ending December 31, 2023 and the shareholders of the Company authorized, in a non-binding vote, the Audit Committee of the Board to set the independent registered public auditor and accounting firm remuneration. The Amendment to the Company's 2020 Plan was approved.

No other matters were submitted to or voted on by the Company's shareholders at the Annual Meeting.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">10.1*</a>	<a href="#">Amendment to the Avadel Pharmaceuticals plc 2020 Omnibus Incentive Compensation Plan.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

\* Indicates a management contract or any compensatory plan, contract or arrangement.

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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.

August 3, 2023

**AVADEL PHARMACEUTICALS PLC**

By: /s/ Jerad G. Seurer

Name: Jerad G. Seurer

Title: General Counsel & Corporate Secretary

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**AMENDMENT  
TO THE  
AVADEL PHARMACEUTICALS PLC  
2020 OMNIBUS INCENTIVE COMPENSATION PLAN**

WHEREAS, Avadel Pharmaceuticals plc (the “Company”) maintains the Avadel Pharmaceuticals plc 2020 Omnibus Incentive Compensation Plan (the “Plan”), which was previously adopted by the Board of Directors on April 13, 2020 and approved by the shareholders of the Company on August 5, 2020;

WHEREAS, the Board of Directors of the Company believes that the number of ordinary shares of the Company (“Ordinary Shares”) remaining available for issuance under the Plan has become insufficient for the Company’s anticipated future needs under the Plan;

WHEREAS, Section 16 of the Plan provides that the Board of Directors of the Company may amend the Plan at any time, subject to certain conditions set forth therein; and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company to amend the Plan, subject to shareholder approval, to increase both the aggregate number of Ordinary Shares available for issuance under the Plan, and the number of shares that may be issued in the form of Incentive Stock Options (as defined in the Plan) from 6,000,000 shares to 12,500,000 shares.

NOW, THEREFORE:

1. Increase in Shares. Section 3(a) of the Plan is hereby amended by deleting it in its entirety and replacing it with the following:

“The maximum number of Shares reserved and available for issuance under the Plan shall be 12,500,000 shares, subject to adjustment as provided in this Section 3. For purposes of this limitation, the Shares underlying any awards under the Plan and under the Company’s 2017 Omnibus Incentive Compensation Plan that are forfeited, canceled or otherwise terminated (other than by exercise) shall be added back to the Shares available for issuance under the Plan and, to the extent permitted under Section 422 of the Code and the regulations promulgated thereunder, the Shares that may be issued as Incentive Stock Options. Notwithstanding the foregoing, the following shares shall not be added to the shares authorized for grant under the Plan: (i) Shares tendered or held back upon exercise of an Option or settlement of an Award to cover the exercise price or tax withholding, and (ii) Shares subject to a Share Appreciation Right that are not issued in connection with the share settlement of the Share Appreciation Right upon exercise thereof. In the event the Company repurchases Shares on the open market, such Shares shall not be added to the Shares available for issuance under the Plan. Subject to such overall limitations, Shares may be issued up to such maximum number pursuant to any type or types of Award; provided, however, that no more than 12,500,000 Shares may be issued in the form of Incentive Stock Options. The Shares available for issuance under the Plan may be authorized but unissued Shares or Shares reacquired by the Company.”

2. Effective Date of Amendment. This Amendment to the Plan shall become effective upon the date that it is approved by the Company’s shareholders in accordance with applicable laws and regulations.

3. Other Provisions. Except as set forth above, all other provisions of the Plan shall remain unchanged.
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IN WITNESS WHEREOF, this Amendment to the Plan has been adopted by the Board of Directors of the Company this 17th day of April, 2023 and approved by the Company's shareholders on August 1, 2023.