



Item 2.01. Completion of Acquisition or Disposition of Assets.

On July 25, 2017, Concert Pharmaceuticals, Inc. (the “Company”) completed its previously announced sale of the cystic fibrosis assets of the Company, including CTP-656, for up to \$250 million pursuant to an Asset Purchase Agreement (the “Purchase Agreement”) with Vertex Pharmaceuticals (Europe) Limited (“Vertex”).

Upon the closing of the Purchase Agreement, Vertex paid to the Company \$160 million in cash consideration, with \$16 million of such consideration to initially be held in escrow to satisfy certain indemnification obligations of the Company. Additionally, upon the achievement of certain milestone events, Vertex has agreed to pay the Company an aggregate of up to \$90 million after the closing. Of this amount, \$50 million will become payable to the Company upon receipt of marketing approval for a combination treatment regimen containing CTP-656 for patients with cystic fibrosis in the U.S., and \$40 million will become payable to the Company upon completion of a pricing and reimbursement agreement in the first of the United Kingdom, Germany or France with respect to a combination treatment regimen containing CTP-656 for patients with cystic fibrosis.

The foregoing description of the Purchase Agreement and the transactions contemplated by the Purchase Agreement is not complete and is subject to, and qualified in its entirety by, the full text of the Purchase Agreement, which was attached as Exhibit 10.12 to the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 6, 2017 and the terms of which are incorporated herein by reference.

Item 8.01. Other Events.

On July 25, 2017, the Company issued a press release announcing the closing of the Purchase Agreement, as previously described in this Current Report on Form 8-K. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The Exhibits to this Current Report on Form 8-K are listed in the Exhibit Index attached hereto.

---

SIGNATURE

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.

CONCERT PHARMACEUTICALS, INC.

By: /s/ Roger D. Tung  
Roger D. Tung  
President and Chief Executive Officer

Date: July 25, 2017



EXHIBIT INDEX

Exhibit Description

- |      |   |
|------|---|
| 10.1 | Asset Purchase Agreement dated March 3, 2017, by and between the Registrant and Vertex Pharmaceuticals (Europe) Ltd., as Buyer, and Vertex Pharmaceuticals Inc., as Guarantor (incorporated by reference to Exhibit 10.12 to the Registrant's Annual Report on Form 10-K (File No. 001-36310), filed with the Securities and Exchange Commission on March 6, 2017). |
| 99.1 | Press Release issued by Concert Pharmaceuticals, Inc., dated July 25, 2017.   |