

**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): **August 25, 2023**

RVL Pharmaceuticals plc

(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction
of incorporation)

001-38709
(Commission File Number)

Not Applicable
(IRS Employer
Identification No.)

400 Crossing Boulevard
Bridgewater, NJ
(Address of principal executive offices)

08807
(Zip Code)

(Registrant's telephone number, including area code): **(908) 809-1300**

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
Ordinary Shares	RVLP	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 7.01 Regulation FD Disclosure

RVL Pharmaceuticals plc (the “Company”) plans to hold an extraordinary general meeting of shareholders (the “Extraordinary General Meeting”) on October 5, 2023, to seek shareholder approval (i) to effect a reverse share split of the Company’s share capital, (ii) to increase the authorized share capital of the Company, (iii) to grant the board of directors of the Company (the “Board”) an updated authority under Irish law to allot and issue shares, warrants, convertible instruments and options for a period of five years up to the increased authorized share capital of the Company, (iv) to grant the Board an updated authority under Irish law to issue shares (including rights to acquire shares) for cash without first offering those shares to existing shareholders under pre-emptive rights that would otherwise apply to the issuance, and (v) of the issuance of certain of the Company’s warrants issued pursuant to the Securities Purchase Agreement, dated August 15, 2023, between the Company and an accredited investor and pursuant to the engagement letter dated August 9, 2023 between the Company and H.C. Wainwright & Co., LLC and the issuance of the Company’s ordinary shares upon the exercise of such warrants. In accordance with Rule 14a-8(e) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the Company has set a deadline for the receipt of any shareholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act (“Rule 14a-8”) for inclusion in the Company’s proxy materials relating to the Extraordinary General Meeting. In order for a proposal under Rule 14a-8 to be timely, it must be received by the Company’s Secretary at the principal executive offices of the Company by September 4, 2023, which the Company has determined to be a reasonable time before the Company expects to print and send its proxy statement. Such proposals must also comply with the Company’s Articles of Association and the rules of the Securities and Exchange Commission regarding the inclusion of shareholder proposals in proxy materials, and any such proposal may be omitted if not in compliance with applicable requirements. The address of the Company’s principal executive offices is 400 Crossing Boulevard, Bridgewater, New Jersey 08807.

Shareholders wishing to propose matters to be considered at the Extraordinary General Meeting in the manner contemplated by the Company’s Articles of Association must submit timely notice thereof to the Company’s Secretary in order for such matters to be considered at the Extraordinary General Meeting. In accordance with Article 90.3 of the Company’s Articles of Association, to be timely, such notice must be received at the registered office of the Company by September 4, 2023. Such proposals must also comply with all other requirements set forth in the Company’s Articles of Association and applicable laws. The address of the Company’s registered office is 3 Dublin Landings, North Wall Quay, Dublin 1, Ireland.

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 hereunto duly authorized.

RVL PHARMACEUTICALS PLC

Dated: August 25, 2023

By: /s/ Brian Markison
Brian Markison
Chief Executive Officer
