

**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): **July 13, 2020**

Osmotica 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	OSMT	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.

On July 13, 2020, Osmotica Pharmaceuticals plc (the “Company”) issued a press release announcing a proposed public offering of its shares. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In connection with the proposed public offering, the Company is providing an update on its expectations with respect to certain of its results of operations for the quarter ended June 30, 2020. Both methylphenidate ER tablets and venlafaxine ER tablets have experienced, and are expected to continue to experience, significant pricing erosion due to additional competition from other generic pharmaceutical companies. Additionally, there are currently three approved AB rated generics of Lorzone, which has resulted in significant pricing and market share declines. These factors negatively affected the Company’s results of operations, including revenue, in the second quarter of 2020. The Company is in the process of finalizing its financial results for the quarter ended June 30, 2020 and, based on available information to date, expects that its total revenues will be between \$36.0 million and \$39.0 million. In addition, the Company expects to incur an impairment charge for the quarter ended June 30, 2020 with respect to oxybutynin ER, which it out-licenses to a third party pursuant to which it receives royalty revenue.

This financial data for the quarter ended June 30, 2020 is preliminary and may change. This preliminary financial data has been prepared by, and is the responsibility of the Company’s management. Ernst & Young LLP, the Company’s independent registered public accounting firm, has not audited, reviewed, compiled or performed any procedures with respect to this preliminary financial data, nor have any other independent accountants. Accordingly, Ernst & Young LLP does not express an opinion or any other form of assurance with respect thereto. There can be no assurance that the Company’s actual results for this quarterly period will not differ from the preliminary financial data and such changes could be material. In addition, the Company’s estimate of revenue for the quarter ended June 30, 2020 should not be viewed as a substitute for full financial statements for the second quarter of 2020 prepared in accordance with U.S. generally accepted accounting standards. Additional information that will be material to investors will be provided in these financial statements, and, accordingly, investors should not place undue reliance on the limited preliminary information being provided herein.

The information contained in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
------------------------	--------------------

99.1	Press Release issued by Osmotica Pharmaceuticals plc on July 13, 2020.
----------------------	--

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.

OSMOTICA PHARMACEUTICALS PLC

Dated: July 13, 2020

By: /s/ Andrew Einhorn
Andrew Einhorn
Chief Financial Officer

Osmotica Announces Proposed Public Offering of Ordinary Shares

BRIDGEWATER, N.J., July 13, 2020 (GLOBE NEWSWIRE) – Osmotica Pharmaceuticals plc (Nasdaq: OSMT) (“Osmotica” or the “Company”), a fully integrated biopharmaceutical company, announced today the commencement of a proposed public offering of 5,000,000 ordinary shares. All of the shares will be offered by Osmotica. Osmotica also expects to grant the underwriters a 30-day option to purchase up to an additional 750,000 ordinary shares.

Credit Suisse Securities (USA) LLC will act as sole bookrunner for the proposed offering.

The ordinary shares will be offered and sold pursuant to the Company’s effective registration statement on Form S-3 (File No. 333-236193) filed with the U.S. Securities and Exchange Commission (the “SEC”) on January 31, 2020 and declared effective on February 12, 2020. The offering will be made only by means of a written prospectus, including a prospectus supplement, that forms part of the registration statement. A prospectus supplement relating to the Company’s ordinary shares to be sold in the offering will be filed with the SEC. You may obtain these documents for free by visiting EDGAR on the SEC’s website at www.sec.gov. A copy of the prospectus supplement and accompanying prospectus may be obtained, once available, from Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, 6933 Louis Stephens Drive, Morrisville, NC 27560, United States, by telephone at (800) 221-1037, or by email at usa.prospectus@credit-suisse.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation, or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Osmotica Pharmaceuticals plc

Osmotica Pharmaceuticals plc (Nasdaq: OSMT) is a fully integrated biopharmaceutical company focused on the development and commercialization of specialty products that target markets with underserved patient populations. The company has a diverse portfolio consisting of four promoted products and approximately 30 non-promoted products, several of which incorporate Osmotica’s proprietary Osmodex[®] drug delivery system. RVL Pharmaceuticals, Inc. is the Company’s ophthalmic subsidiary supporting Upneeq[™]. Vertical Pharmaceuticals, LLC represents the Company’s diversified branded portfolio and Trigen Laboratories, LLC represents the Company’s non-promoted products, including complex generic formulations.

Osmotica has operations in the United States, Argentina, and Hungary.

Forward-Looking Statements

This press release includes statements that express the Company's opinions, expectations, beliefs, plans, objectives, assumptions or projections regarding future events or future results and therefore are, or may be deemed to be, "forward-looking statements." The Company's actual results may vary significantly from the results anticipated in these forward-looking statements, which can generally be identified by the use of forward-looking terminology, including the terms "believes," "expects," "may," "will," "should," "seeks," "projects," "approximately," "intends," "plans," "estimates" or "anticipates," or, in each case, their negatives or other variations or comparable terminology. These forward-looking statements include all matters that are not historical facts, such as statements regarding the terms of the proposed offering. By their nature, forward-looking statements involve risks and uncertainties because they relate to events and depend on circumstances that may or may not occur in the future. The Company may not achieve the plans, intentions or expectations disclosed in these forward-looking statements, and you should not place significant reliance on these forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements the Company makes. Important factors that could cause actual results and events to differ materially from those indicated in the forward-looking statements include the risks and uncertainties described in the "Risk Factors" sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2019, as filed with the Securities and Exchange Commission on March 19, 2020, and Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020, as filed with the Securities and Exchange Commission on May 12, 2020, under the heading "Risk Factors" included in the preliminary prospectus related to the proposed public offering filed with the Securities and Exchange Commission and the other filings that the Company makes with the Securities and Exchange Commission. These forward-looking statements speak only as of the time of this release and the Company does not undertake to publicly update or revise them, whether as a result of new information, future events or otherwise, except as required by law.

Investor and Media Relations for Osmotica Pharmaceuticals plc
Lisa M. Wilson
In-Site Communications, Inc.
T: 212-452-2793
E: lwilson@insitecony.com
