

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
Pursuant to Rule 13a-16 or 15d-16 under the Securities Exchange Act of 1934**

**For the Month of: October 2019**

**Commission File Number: 001-37847**

**MOTIF BIO PLC**

(Exact name of registrant as specified in its charter)

**125 Park Avenue  
25<sup>th</sup> Floor  
New York, New York 10017**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F       Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): \_\_\_\_

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): \_\_\_\_

---

**MOTIF BIO PLC**  
**FORM 6-K**

**CONDITIONAL PLACING TO RAISE GROSS PROCEEDS OF £600,000 (US\$0.73 MILLION)**

On October 2, 2019, Motif Bio plc (the "Company") issued a regulatory news service announcement stating that it conditionally raised £600,000 (US\$0.73 million), before expenses by way of a placing (the "Placing") via the issue of 142,857,143 ordinary shares in the capital of the Company (the "Placing Shares") at an issue price of 0.42 pence per Placing Share (the "Placing Price"), to provide the Company with additional working capital in order to implement the proposed initiatives as set out in the Company's announcement on September 30, 2019 regarding the Proposed Restructuring. A copy of the regulatory news service announcement is attached herein as Exhibit 99.1.

The information contained in this report on Form 6-K, including Exhibit 99.1, is hereby incorporated by reference into the Company's registration statements on Form F-3 (File Nos. 333-222614 and 333-222042), to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.

**Exhibits**

[Exhibit 99.1](#) Regulatory news service announcement issued on October 2, 2019, entitled "Conditional Placing to raise gross proceeds of £600,000 (US\$0.73 million)."

---

**SIGNATURES**

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

MOTIF BIO PLC

By: /s/ Graham Lumsden  
Name: Graham Lumsden  
Title: Chief Executive Officer

Date: October 2, 2019

---



2 October 2019

*The information contained within this announcement is deemed by the Company to constitute inside information as stipulated under the Market Abuse Regulation (EU) No. 596/2014. Upon the publication of this announcement via the Regulatory Information Service, this inside information is now considered to be in the public domain.*

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION IN WHOLE OR IN PART DIRECTLY OR INDIRECTLY IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

THIS ANNOUNCEMENT DOES NOT CONSTITUTE AN OFFERING OF ANY SECURITIES. ANY OFFERING OF SECURITIES BY THE COMPANY IS NOT ADDRESSED TO ANY PERSON WITH A REGISTERED ADDRESS IN, OR WHO IS RESIDENT IN, THE UNITED STATES OR ANY U.S. PERSON, AND NO SUCH PERSONS ARE ENTITLED TO PARTICIPATE IN ANY SUCH OFFERING.

This announcement does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for) ordinary shares in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**Motif Bio plc**  
 (“Motif Bio”, or “the Company”)

**Conditional Placing to raise gross proceeds of £600,000 (US\$0.73 million)**

Motif Bio plc (AIM/NASDAQ: MTFB) announces it has conditionally raised £600,000 (US\$0.73 million), before expenses by way of a placing (the "Placing") via the issue of 142,857,143 ordinary shares in the capital of the Company (the "Placing Shares") at an issue price of 0.42 pence per Placing Share (the "Placing Price"), to provide Motif Bio with additional working capital in order to implement the proposed initiatives as set out in the Company's announcement of 30 September 2019 regarding the Proposed Restructuring.

All defined terms in this announcement not otherwise defined shall have the same meaning as described in the Company's announcement dated 30 September 2019.

**Details of the Placing and General Meeting**

The Company will shortly be posting a circular (the "Circular") to its shareholders which will include details of a general meeting (the "General Meeting") at which shareholders will be asked to approve the following resolutions (the "Resolutions"):

- a resolution to approve the wind down or disposal of the Company's wholly owned US subsidiary Motif Biosciences Inc. pursuant to the provisions of AIM Rule 15;
- a resolution to make certain changes to the Company's Articles of Association;
- a resolution to renew the Company's share authorities to enable the Company to grant a warrant over a total of 20% of the Company's share capital, as enlarged by the Placing, to Hercules Capital, Inc.; and
- a resolution to approve the capital reorganisation (the "Capital Reorganisation") necessary to issue ordinary shares below nominal value (see below).

The Placing is conditional on the passing of the Resolutions at the General Meeting.

**Capital Reorganisation**

The Placing Price is less than the nominal value of 1 penny per ordinary share. The UK Companies Act 2006 (as amended) prohibits the Company from issuing ordinary shares at a price below the nominal value. Accordingly, the Company will be seeking shareholder approval to carry out the Capital Reorganisation through which it is proposed that each existing ordinary share will be subdivided into one new ordinary share of 0.01 pence (the "New Ordinary Shares") and one deferred share of 0.99 pence (the "Subdivision"). The deferred shares will have no rights and the Company will not issue any share certificates or credit CREST accounts in respect of them. The deferred shares will not be admitted to trading on AIM.

The number of ordinary shares in issue, and held by each Shareholder, as a result of the passing of the Resolutions will not change. It is simply the nominal value of the existing ordinary shares which will change.

The New Ordinary Shares will continue to carry the same rights as those attached to the existing ordinary shares, save for the reduction in nominal value. Application will be made for the Placing Shares to be admitted to trading on AIM and dealings are expected to commence on the first practicable day following the General Meeting.

The Placing has been undertaken by SP Angel Corporate Finance LLP ("SP Angel") who acted as bookrunner to the Company.

The person responsible for the release of this announcement on behalf of Motif Bio plc is Jonathan Gold, Interim Chief Financial Officer.

**For further information, please contact:**

**Motif Bio plc**

Graham Lumsden (Chief Executive Officer)

ir@motifbio.com

**Peel Hunt (NOMAD & JOINT BROKER)**

Christopher Golden/Oliver Jackson

+44 (0)20 7418 8900

**SP Angel Corporate Finance LLP (JOINT BROKER AND BOOKRUNNER)**

David Hignell/Vadim Alexandre

+44 (0)20 3470 0470

**Walbrook PR Ltd. (UK FINANCIAL PR & IR)**

Paul McManus/Lianne Cawthorne

+44 (0)20 7933 8780  
motifbio@walbrookpr.com

**MC Services AG (EUROPEAN IR)**

Raimund Gabriel

+49 (0)89 210 2280  
raimund.gabriel@mc-services.eu

---

## Forward-Looking Statements

This press release contains forward-looking statements. Words such as “expect,” “believe,” “intend,” “plan,” “continue,” “may,” “will,” “anticipate,” and similar expressions are intended to identify forward-looking statements. Forward-looking statements involve known and unknown risks, uncertainties and other important factors that may cause Motif Bio’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Motif Bio believes that these factors include, but are not limited to, (i) Motif Bio’s ability to obtain shareholder approval in connection with the Proposed Restructuring, (ii) Motif Bio’s ability to execute the Proposed Capital Raise and Proposed Restructuring (iii) the timing, progress and the results of clinical trials for Motif Bio’s product candidates, (iv) the timing, scope or likelihood of regulatory filings and approvals for Motif Bio’s product candidates, (v) Motif Bio’s ability to successfully commercialise its product candidates, (vi) Motif Bio’s ability to effectively market any product candidates that receive regulatory approval, (vii) Motif Bio’s commercialisation, marketing and manufacturing capabilities and strategy, (viii) Motif Bio’s expectation regarding the safety and efficacy of its product candidates, (ix) the potential clinical utility and benefits of Motif Bio’s product candidates, (x) Motif Bio’s ability to advance its product candidates through various stages of development, especially through pivotal safety and efficacy trials, (xi) Motif Bio’s estimates regarding the potential market opportunity for its product candidates, (xii) Motif Bio’s ability to raise additional capital to sustain its operations and pursue its strategy and (xiii) the factors discussed in the section entitled “Risk Factors” in Motif Bio’s Annual Report on Form 20-F filed with the SEC on April 15, 2019, which is available on the SEC’s web site, [www.sec.gov](http://www.sec.gov). Additionally, there can be no assurance that Motif Bio will regain compliance with Nasdaq rules or maintain its ADS listing on Nasdaq. Motif Bio undertakes no obligation to update or revise any forward-looking statements

---