
**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: November 2019

Commission File Number: 001-37847

MOTIF BIO PLC

(Exact name of registrant as specified in its charter)

**125 Park Avenue
25th 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

AMERICAN DEPOSITARY SHARES (“ADS”) PROGRAM AND WARRANT AGENT AGREEMENT

On November 27, 2019, Motif Bio plc (the “Company”) issued a regulatory news service announcement stating that further to the announcement yesterday of the Company’s intention to voluntarily delist its American Depositary Shares (ADSs), it has given notice on November 26, 2019 to The Bank of New York Mellon to terminate its American Depositary Shares Program and Warrant Agent Agreement. 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333-222614 and 333-222042), to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.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 November 27, 2019, entitled “American Depositary Shares \(“ADS”\) Program and Warrant Agent Agreement.”](#)

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: November 27, 2019



27 November 2019

Motif Bio plc
("Motif Bio" or the "Company")

American Depositary Shares ("ADS") Program and Warrant Agent Agreement

Motif Bio plc (AIM/Nasdaq: MTFB) announces, that further to the announcement yesterday of the Company's intention to voluntarily delist its American Depositary Shares (ADSs), it has given notice on November 26, 2019 to The Bank of New York Mellon to terminate its American Depositary Shares ("ADS") Program and Warrant Agent Agreement.

The Depository will contact ADS holders in due course with additional information on this process, including those necessary and proper actions to be executed.

For further information please contact:

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Forward-Looking Statements

When used in this Press Release, the words or phrases "intends," "anticipates," "expected to be" or similar expressions are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements are subject to certain risks and uncertainties including, but not limited to, changes in economic conditions in the Company's market area, changes in policies by regulatory agencies, fluctuations in interest rates, competition that could cause actual results to differ materially from historical earnings and those presently anticipated or projected, and other risks described in the Company's filings with the Securities and Exchange Commission. The Company cautions readers not to place undue reliance on any such forward-looking statements, which speak only as of the date made. The Company advises readers that the factors listed above could affect the Company's financial performance and could cause the Company's actual results for future periods to differ materially from any opinions or statements expressed with respect to future periods in any current statements. The Company does not undertake, and specifically disclaims any obligation, to publicly release the result of any revision which may be made to any forward-looking statements to reflect events or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.