
**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

SETTLEMENT AGREEMENT

On November 11, 2019, Motif Bio plc (the “Company”) issued a regulatory news service announcement stating that its subsidiary Motif BioSciences Inc., has reached agreement with its former clinical research organization to settle all obligations without further payment. This will result in the reversal of a previously recognised expense and the reduction of the Motif BioSciences Inc.’s trade payables and accruals by USD\$2.4 million. A copy of the regulatory new 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333-222614 and 333-222042), to be a part thereof from the date on which this report is submitted, to the extent not superseded by documents or reports subsequently filed or furnished.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 11, 2019, entitled “Settlement 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 12, 2019



11 November 2019

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

Settlement Agreement

Motif Bio plc (AIM/Nasdaq: MTFB) announces that its subsidiary Motif BioSciences Inc., has reached agreement with its former clinical research organisation to settle all obligations without further payment. This will result in the reversal of a previously recognised expense and the reduction of the Motif BioSciences Inc.'s trade payables and accruals by USD\$2.4 million.

This payable and accrual was shown in the year-end 2018 and interim financials and was referenced in Note 7 of the interim financial results for the six months ended 30 June 2019, which can be viewed here: <https://www.londonstockexchange.com/exchange/news/market-news/market-news-detail/MTFB/14247356.html>

This announcement contains inside information for the purposes of Article 7 of Regulation (EU) 596/2014.

For further information please contact:

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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) the timing, progress and the results of clinical trials for Motif Bio's product candidates, (ii) the timing, scope or likelihood of regulatory filings and approvals for Motif Bio's product candidates, (iii) Motif Bio's ability to successfully commercialise its product candidates, (iv) Motif Bio's ability to effectively market any product candidates that receive regulatory approval, (v) Motif Bio's commercialisation, marketing and manufacturing capabilities and strategy, (vi) Motif Bio's expectation regarding the safety and efficacy of its product candidates, (vii) the potential clinical utility and benefits of Motif Bio's product candidates, (viii) Motif Bio's ability to advance its product candidates through various stages of development, especially through pivotal safety and efficacy trials, (ix) Motif Bio's estimates regarding the potential market opportunity for its product candidates, (x) Motif Bio's ability to raise additional capital to sustain its operations and pursue its strategy and (xi) 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. Motif Bio undertakes no obligation to update or revise any forward-looking statements.