

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or Section 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 17, 2024

**AVADEL PHARMACEUTICALS PLC**  
(Exact name of registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-37977**  
(Commission  
File Number)

**98-1341933**  
(IRS Employer  
Identification No.)

**10 Earlsfort Terrace**  
**Dublin 2, Ireland, D02 T380**  
(Address of principal executive offices)

**Not Applicable**  
(Zip Code)

Registrant's telephone number, including area code: +353 1 901 5201

**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 to 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, nominal value \$0.01 per share	AVDL	The Nasdaq Global 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On May 17, 2024, the Board of Directors (the “Board”) of Avadel Pharmaceuticals plc (the “Company”) appointed Naseem Amin, MD to the Board, effective as of May 17, 2024. Dr. Amin will serve as director until his term expires at the 2024 annual general meeting of shareholders at which time he will stand for election by the Company’s shareholders. The Board determined that Dr. Amin is independent under the listing standards of the Nasdaq Stock Market.

As a non-employee director, Dr. Amin will receive cash compensation for his Board service in accordance with the Company’s Non-Employee Director Compensation Program (the “Program”). In addition, under the Program, upon his appointment as a director on May 17, 2024, Dr. Amin was granted an option to purchase 49,500 shares of the Company’s ordinary shares at an exercise price per share of \$15.94. This option shall vest in equal annual installments over three years from the date of grant, subject to the director’s continued service on the Board. Dr. Amin is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K, and there are no arrangements or understandings between Dr. Amin and any other persons pursuant to which he was selected as a director. At the time of this disclosure, Dr. Amin was not named to any committees of the Board, and no committee assignments are contemplated at this time. In addition, Dr. Amin entered into customary indemnification agreements for non-executive directors with the Company and Avadel US Holdings, Inc. Pursuant to the terms of the indemnification agreements, the Company may be required, among other things, to indemnify Dr. Amin for some expenses, including attorneys’ fees, judgments, fines and settlement amounts respectively incurred by him in any action or proceeding arising out of his respective service as one of our directors.

**Item 7.01 Regulation FD Disclosure.**

On May 21, 2024, the Company issued a press release titled “Avadel Pharmaceuticals Appoints Naseem Amin, MD to its Board of Directors.” A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information under this Item 7.01, including Exhibit 99.1 hereto, is being furnished herewith and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into 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 Exhibits.**

(d) Exhibits

[99.1 Press release issued by Avadel Pharmaceuticals plc on May 21, 2024, furnished herewith.](#)

104 Cover Page Interactive Data File (embedded with the Inline XBRL document).

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**SIGNATURES**

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

Date: May 21, 2024

**AVADEL PHARMACEUTICALS PLC**

By: /s/ Jerad G. Seurer

Name: Jerad G. Seurer

Title: General Counsel & Corporate Secretary

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### **Avadel Pharmaceuticals Appoints Naseem Amin, M.D. to its Board of Directors**

DUBLIN, Ireland, May 21, 2024 - Avadel Pharmaceuticals plc (Nasdaq: AVDL), a biopharmaceutical company focused on transforming medicines to transform lives, announced today the appointment of Naseem Amin, M.D. to its board of directors, effective May 17, 2024. Dr. Amin, a highly successful executive who brings global industry and leadership experience to Avadel, currently serves as Chief Executive Officer of Orphalan SA.

“On behalf of the entire Avadel team, we are excited to welcome Dr. Amin to our board of directors,” said Geoffrey M. Glass, Avadel Chairman of the Board. “Dr. Amin’s extensive experience in identifying, developing, and commercializing new medicines for dynamic growth-oriented companies will be a great addition to the Avadel board as we continue to execute on the commercial launch of LUMRYZ and potentially expand its use into pediatrics and idiopathic hypersomnia.”

Dr. Amin brings to Avadel thirty years of international industry executive leadership and expertise in business development, venture capital, and research and development. He is currently Chief Executive Officer of Orphalan SA, a role he has held since June 2017. Dr. Amin previously served as Executive Chairman at Arix Bioscience plc, a global venture capital company focused on investing in life sciences, until April 2021, and was Venture Partner at Advent Life Sciences until 2020. Earlier, he was the Chief Scientific Officer at Smith and Nephew until 2014, overseeing corporate R&D, divisional manufacturing, and product development functions. Previous to that, Dr. Amin was Senior Vice President, Business Development, at Biogen Idec from 2005 to 2009, was with Genzyme Corporation from 1999 to 2005, and began his career at Baxter Healthcare Corporation. Dr. Amin received his medical degree from the Royal Free School of Medicine, London, and his MBA from the Kellogg Graduate School of Management, Northwestern University.

“I am thrilled to join the Avadel board at this exciting time in the company’s history, as they continue to execute on the commercial launch of LUMRYZ for the treatment of narcolepsy, as well as potentially expand LUMRYZ’s use into pediatrics and idiopathic hypersomnia. LUMRYZ represents an extraordinary breakthrough for patients, and I am eager to leverage my 30 years of experience in growing and developing companies to support Avadel’s continued success and its impact on people with sleep disorders,” said Dr. Naseem Amin.

#### **About Avadel Pharmaceuticals plc**

Avadel Pharmaceuticals plc (Nasdaq: AVDL) is a biopharmaceutical company focused on transforming medicines to transform lives. Our approach includes applying innovative solutions to the development of medications that address the challenges patients face with current treatment options. Avadel’s commercial product, LUMRYZ™, was approved by the U.S. Food & Drug Administration (FDA) as the first and only once-at-bedtime oxybate for the treatment of cataplexy or excessive daytime sleepiness (EDS) in adults with narcolepsy. For more information, please visit [www.avadel.com](http://www.avadel.com).

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### **Cautionary Disclosure Regarding Forward-Looking Statements**

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements relate to our future expectations, beliefs, plans, strategies, objectives, results, conditions, financial performance, prospects or other events. Such forward-looking statements include, but are not limited to, expectations regarding the anticipated contribution of the members of our board of directors to our operations and progress. In some cases, forward-looking statements can be identified by the use of words such as “will,” “may,” “could,” “believe,” “expect,” “look forward,” “on track,” “guidance,” “anticipate,” “estimate,” “project,” “next steps” and similar expressions and the negatives thereof (if applicable).

The Company’s forward-looking statements are based on estimates and assumptions that are made within the bounds of our knowledge of our business and operations and that we consider reasonable. However, the Company’s business and operations are subject to significant risks, and, as a result, there can be no assurance that actual results and the results of the company’s business and operations will not differ materially from the results contemplated in such forward-looking statements. Factors that could cause actual results to differ from expectations in the Company’s forward-looking statements include the risks and uncertainties described in the “Risk Factors” section of Part I, Item 1A of the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, which was filed with the Securities and Exchange Commission (SEC) on February 29, 2024, and subsequent SEC filings.

Forward-looking statements speak only as of the date they are made and are not guarantees of future performance. Accordingly, you should not place undue reliance on forward-looking statements. The Company does not undertake any obligation to publicly update or revise our forward-looking statements, except as required by law.

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