

**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**

**December 18, 2020**

Date of Report (Date of earliest event reported)

**Chimerix, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-35867**

(Commission File Number)

**33-0903395**

(IRS Employer Identification No.)

**2505 Meridian Parkway, Suite 100**  
**Durham, NC**

(Address of principal executive offices)

**27713**

(Zip Code)

**Registrant's telephone number, including area code: (919) 806-1074**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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
Common Stock, par value \$0.001 per share	CMRX	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 1.01 Entry into a Material Definitive Agreement

On December 18, 2020, Chimerix, Inc. (the “Company”) and Scientific Protein Laboratories, LLC (“SPL”) entered into an Amendment (the “Amendment”) to the Supply Agreement dated October 5, 2015, between the Company, as successor-in-interest to Cantex, Inc., and SPL (the “Agreement”), in order to clarify certain purchase obligations under the Agreement and to extend the term of the Agreement. Pursuant to the Amendment, the Company agreed to issue certain purchase orders for DSTAT active pharmaceutical ingredient (i) within ten days of the date of the Amendment and (ii) upon the earlier of (x) achievement of a specified regulatory milestone or (y) December 31, 2023. The term of the Agreement was extended to October 5, 2040.

The foregoing summary of the Amendment is not complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as an exhibit hereto.

### Item 9.01 Financial Statements and Exhibits.

#### d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1*	<a href="#"><u>Amendment to the Supply Agreement, dated December 16, 2020, by and between Chimerix, Inc. and Scientific Protein Laboratories, LLC.</u></a>

\* Certain portions of this exhibit (indicated by “[\*\*\*]”) have been omitted as the Registrant has determined (i) the omitted information is not material and (ii) the omitted information would likely cause harm to the Registrant if publicly disclosed.

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**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.

**Chimerix, Inc.**

Dated: December 23, 2020

By: /s/ Michael T. Andriole  
Michael T. Andriole  
Chief Business and Financial Officer

**Amendment  
to the Supply Agreement  
between  
Chimerix, Inc.  
and  
Scientific Protein Laboratories, LLC**

This **Amendment** (the “Amendment”) to the **Agreement** (defined below) is made and entered into on the 16th day of December, 2020 (the “Effective Date”), by and between **Chimerix, Inc.**, a Delaware corporation with offices at 2505 Meridian Parkway, Suite 100, Durham, NC 27713 (hereinafter referred to as “Chimerix”) and **Scientific Protein Laboratories.**, a DE limited liability company, with offices located at 700 East Main Street, Milwaukee, WI (hereinafter referred to as “SPL”, together with Chimerix each a “Party” and collectively the “Parties”).

**WHEREAS**, Chimerix and SPL are parties to that certain Supply Agreement between Cantex, Inc. and SPL dated the 5th of October 2015 and subsequently assigned to Chimerix, Inc., on the 26<sup>th</sup> of July 2019 (the “**Agreement**”);

**WHEREAS**, Chimerix and SPL now desire to amend and supplement the terms of the Agreement as more particularly set forth below;

**NOW, THEREFORE**, Chimerix and SPL wish to clarify certain purchase obligations under, as well as extend the term of, the Agreement and the Parties agree as follows:

1. Within 10 days of the date of the Effective Date to this Amendment, Chimerix will issue a P.O. for 10 kg of DSTAT API (“API”) at a price of \$[\*\*\*], and SPL shall complete manufacturing and release of the API no later than August 31, 2021, with delivery to occur immediately thereafter.
2. Chimerix will issue and SPL shall accept, a P.O. for the purchase of an additional 20 kg of API at a price of \$[\*\*\*] upon the earlier of:
  - (i) acceptance by the US FDA of Chimerix’s NDA filing for the use of DSTAT in the treatment of AML (P.O. to be issued within 30 days thereafter), or
  - (ii) December 31, 2023.
3. The obligation to purchase DSTAT in connection with financing activities in the Preliminary Period (set forth in Section 2.5(a) of the Agreement) is not presently in effect, and the following sentence is hereby deleted from the Agreement:

“However if Cantex receives \$20 million or more of net proceeds from any financing activities in the Preliminary Period, in one or more series of financing transactions, within thirty days of receipt of such amount, Cantex shall issue a binding purchase order for an additional 30 kg of API to be delivered in one year from such date.”

4. Section 11.1 (TERM) is hereby deleted and replaced in its entirety as follows:

*11.1 Term. This Agreement shall commence on the Effective Date and, unless earlier terminated in accordance with the terms and conditions of this Agreement, shall continue in effect until October 5, 2040 (the “**Term**”).*

5. Except as otherwise expressly provided in this Amendment, all of the terms and conditions of the Agreement remain unchanged and in full force and effect. Capitalized terms not otherwise defined in this Amendment will have the meanings ascribed to them in the Agreement.
6. This Amendment constitutes the entire agreement and understanding between the Parties to this Amendment and supersedes all prior communications, contracts, or agreements between these Parties with respect to the subject matter addressed in this Amendment, whether oral or written.

**[Signature Page to Follow]**

**IN WITNESS WHEREOF**, Chimerix and SPL have executed and delivered this Amendment effective as of the Effective Date.

**AGREED TO AND ACCEPTED BY:**

**Chimerix, Inc.:**

**Scientific Protein Laboratories, LLC.**

By: /s/ Mike Sherman

By: /s/ Yan Wang

Printed Name: Mike Sherman

Printed Name: Yan Wang

Title: CEO

Title: President

Date: December 16, 2020

Date: December 18, 2020