

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
Date of Report (Date of earliest event reported): **June 4, 2019**

Outlook Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37759
(Commission File Number)

38-3982704
(IRS Employer Identification No.)

7 Clarke Drive
Cranbury, New Jersey
(Address of principal executive offices)

08512
(Zip Code)

Registrant's telephone number, including area code: **(609) 619-3990**

(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 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 pursuant to Section 12 (b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock	OTLK	The Nasdaq Stock Market LLC
Series A Warrants	OTLKW	The Nasdaq Stock Market LLC

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 June 4, 2019, Outlook Therapeutics, Inc. (the “Company”) entered into a further amendment (the “Amendment”) of its Strategic Partnership Agreement with MTTR LLC (“MTTR”) dated effective as of February 15, 2018, as amended by letter amendments dated March 2, 2018 and March 4, 2019 (the “MTTR Agreement”). Under the Amendment, the Company increased the aggregate monthly payments to MTTR under the existing agreement from \$105,208 to \$170,724 through December 2019 by adding an additional monthly retainer of \$115,916, and an offset of \$50,000 to the existing monthly retainer while the additional monthly retainer is in effect. The Company and MTTR also clarified the treatment of the monthly retainer fee and additional monthly retainer fee for purposes of calculating certain amounts payable under the MTTR Agreement.

The foregoing description of Amendment of the MTTR Agreement is a summary of the material terms of such agreement, does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1†	Amendment dated June 4, 2019 of Strategic Partnership Agreement between the Company and MTTR LLC effective as of February 15, 2018, as amended.

† Certain portions of this exhibit (indicated by “[***]”) have been omitted because they are both (i) not material and (ii) would be competitively harmful if publicly disclosed.

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.

Outlook Therapeutics, Inc.

Date: June 10, 2019

By: /s/ Lawrence A. Kenyon
Lawrence A. Kenyon
Chief Executive Officer and Chief Financial Officer

[***] = Certain confidential information contained in this document, marked by brackets, is omitted because it is both (i) not material and (ii) would be competitively harmful if publicly disclosed.

MTTR, LLC
[***]
Attention: [***]
Email: [***]

June 4, 2019

Outlook Therapeutics, Inc.
7 Clarke Drive
Cranbury, NJ 08512
Attention: Lawrence A. Kenyon
Email: [***]

Re: Strategic Partnership Agreement between MTTR, LLC and Outlook Therapeutics, Inc.

Dear Larry:

This letter is to further amend the Strategic Partnership Agreement between Outlook Therapeutics, Inc. (“**Outlook**”) and MTTR, LLC (“**MTTR**”) dated February 15, 2018 and amended by the letter amendments dated March 2, 2018 and March 4, 2019 (the “**Agreement**”). There are no changes to the Agreement except as set forth below:

Section 9.1(a) shall be modified to insert a new Section 9.1(a)(i) as follows:

Section 9.1(a)(i) **Additional Retainer Fee.** In recognition of additional use of MTTR resources by Outlook commencing in December 2018, an additional retainer fee (“Additional Retainer Fee”) will be paid by Outlook to MTTR on a monthly basis beginning in May 2019 and ending in December 2019. The Additional Retainer Fee is \$115,516 per month and will be paid on the [***] day of each month, or the first business day thereafter if the [***] falls on a weekend or bank holiday, except the payment due on May [***], 2019 shall be paid within [***] days of the first date set forth above. The Monthly Retainer Fee will be reduced by \$50,000 while the Additional Retainer Fee is in effect. Notwithstanding Sections 1.1 and 9.1(b), the Additional Retainer Fee will be excluded from the Section 9.1(b) calculation of the Offset of the Retainer Fee and the Additional Retainer Fee and Monthly Retainer Fee shall not be included as Actual Deductible Costs.

Please confirm Outlook’s agreement with the changes as set forth in this letter by signing this letter and returning a countersigned copy to me at [***].

Sincerely,
MTTR, LLC

By: /s/ [***]

Acknowledged and Agreed:
OUTLOOK THERAPEUTICS, INC.

By: /s/ Lawrence A. Kenyon

Lawrence A. Kenyon, President and CEO
