

CONCERT PHARMACEUTICALS, INC.

Form 8-K

August 02, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 2, 2018

Concert Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware 001-36310 20-4839882
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

99 Hayden Avenue, Suite 500 02421
Lexington, Massachusetts
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (781) 860-0045

(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 (see General Instruction A.2. below):

- .. 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))

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 2.02. Results of Operations and Financial Condition.

On August 2, 2018, Concert Pharmaceuticals, Inc. announced its financial results for the quarter ended June 30, 2018. The full text of the press release issued in connection with the announcement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in Item 2.02 in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for 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 it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|---|
| 99.1 | <u>Press Release issued by Concert Pharmaceuticals, Inc., dated August 2, 2018.</u> |

SIGNATURE

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.

CONCERT PHARMACEUTICALS, INC.

Date: August 2, 2018 By: /s/ Roger D. Tung
Roger D. Tung
President and Chief Executive Officer

style="font-size:10.0pt;">

(c)

Present Principal Occupation or Employment:

Chairman Emeritus of Telephone and Data Systems, Inc.

(f)

Citizenship:

United States

(III)

(a)

Name:

Kenneth R. Meyers

(b)

Business Address:

United States Cellular Corporation

8410 West Bryn Mawr

Chicago, Illinois 60631

(c)

Present Principal Occupation or Employment:

President and Chief Executive Officer of United States Cellular Corporation, an over 80%-owned subsidiary of Telephone and Data Systems, Inc.

(f)

Citizenship:

United States

Schedule 13D
APPENDIX B

Issuer: United States Cellular Corporation

Page 2 of 4 of Appendix B

| | | |
|------|-----|--|
| (IV) | (a) | <u>Name:</u> David A. Wittwer |
| | (b) | <u>Business Address:</u> TDS Telecommunications Corporation 525 Junction Road Madison, Wisconsin 53717 |
| | (c) | <u>Present Principal Occupation or Employment:</u> President and Chief Executive Officer of TDS Telecommunications Corporation, a wholly-owned subsidiary of Telephone and Data Systems, Inc. |
| | (f) | <u>Citizenship:</u> United States |
| (V) | (a) | <u>Name:</u> Joseph R. Hanley |
| | (b) | <u>Business Address:</u> Telephone and Data Systems, Inc. 30 North LaSalle Street Suite 4000 Chicago, IL 60602 |
| | (c) | <u>Present Principal Occupation or Employment:</u> |

Edgar Filing: CONCERT PHARMACEUTICALS, INC. - Form 8-K

| | | |
|------|-----|---|
| | | Senior Vice President – Technology, Services and Strategy of Telephone and Data Systems, Inc. |
| | (f) | <u>Citizenship:</u> United States |
| (VI) | (a) | <u>Name:</u> Peter L. Sereda |
| | (b) | <u>Business Address:</u> Telephone and Data Systems, Inc. 30 North LaSalle Street Suite 4000 Chicago, IL 60602 |
| | (c) | <u>Present Principal Occupation or Employment:</u> Senior Vice President – Finance and Treasurer of Telephone and Data Systems, Inc. |
| | (f) | <u>Citizenship:</u> United States |

Schedule 13D
APPENDIX B

Issuer: United States Cellular Corporation

Page 3 of 4 of Appendix B

| | | |
|--------|-----|---|
| (VII) | (a) | <p><u>Name:</u></p> <p>Douglas D. Shuma</p> |
| | (b) | <p><u>Business Address:</u></p> <p>Telephone and Data Systems, Inc.</p> <p>8401 Greenway Blvd.</p> <p>Middleton, WI 53562</p> |
| | (c) | <p><u>Present Principal Occupation or Employment:</u></p> <p>Senior Vice President and Controller of Telephone and Data Systems, Inc.</p> |
| | (f) | <p><u>Citizenship:</u></p> <p>United States</p> |
| (VIII) | (a) | <p><u>Name:</u></p> <p>Kurt B. Thaus</p> |
| | (b) | <p><u>Business Address:</u></p> <p>Telephone and Data Systems, Inc.</p> <p>30 North LaSalle Street</p> <p>Suite 4000</p> |

| | | |
|------|-----|--|
| | | Chicago, IL 60602 |
| | (c) | <u>Present Principal Occupation or Employment:</u> Senior Vice President and Chief Information Officer of Telephone and Data Systems, Inc. |
| | (f) | <u>Citizenship:</u> United States |
| (IX) | (a) | <u>Name:</u> Scott H. Williamson |
| | (b) | <u>Business Address:</u> 30 North LaSalle Street Suite 4000 Chicago, Illinois 60602 |
| | (c) | <u>Present Principal Occupation or Employment:</u> Senior Vice President – Acquisitions and Corporate Development of Telephone and Data Systems, Inc. |
| | (f) | <u>Citizenship:</u> United States |

Schedule 13D
APPENDIX B

Issuer: United States Cellular Corporation

Page 4 of 4 of Appendix B

| (X) | (a) | <u>Name:</u> |
|-----|-----|--------------|
| | | |

| | | |
|--|-----|---|
| | | C. Theodore Herbert |
| | (b) | <p><u>Business Address:</u></p> <p>Telephone and Data Systems, Inc.</p> <p>30 North LaSalle Street</p> <p>Suite 4000</p> <p>Chicago, Illinois 60602</p> |
| | (c) | <p><u>Present Principal Occupation or Employment:</u></p> <p>Vice President-Human Resources of Telephone and Data Systems, Inc.</p> |
| | (f) | <p><u>Citizenship:</u></p> <p>United States</p> |

Schedule 13D
APPENDIX C

Issuer: United States Cellular Corporation

Page 1 of 2 of Appendix C

TRUSTEES OF THE VOTING TRUST

| | | |
|------|-----|--|
| (I) | (a) | <u>Name:</u> LeRoy T. Carlson, Jr. |
| | (b) | <u>Business Address:</u> Telephone and Data Systems, Inc. 30 North LaSalle Street Suite 4000 Chicago, Illinois 60602 |
| | (c) | <u>Present Principal Occupation or Employment:</u> President and Chief Executive Officer of Telephone and Data Systems, Inc. |
| | (f) | <u>Citizenship:</u> United States |
| (II) | (a) | <u>Name:</u> Walter C.D. Carlson |
| | (b) | <u>Business Address:</u> Sidley Austin LLP |

| | | |
|-------|-----|--|
| | | <p>One S. Dearborn Street</p> <p>Chicago, Illinois 60603</p> |
| | (c) | <p><u>Present Principal Occupation or Employment:</u></p> <p>Partner of the law firm of Sidley Austin LLP</p> |
| | (f) | <p><u>Citizenship:</u></p> <p>United States</p> |
| (III) | (a) | <p><u>Name:</u></p> <p>Letitia G. Carlson, M.D.</p> |
| | (b) | <p><u>Business Address:</u></p> <p>Telephone and Data Systems, Inc.</p> <p>30 North LaSalle Street</p> <p>Suite 4000</p> <p>Chicago, Illinois 60602</p> |
| | (c) | <p><u>Present Principal Occupation or Employment:</u></p> <p>Physician and Associate Clinical Professor at George Washington University Medical Center</p> |
| | (f) | <p><u>Citizenship:</u></p> <p>United States</p> |

Schedule 13D
APPENDIX C

Issuer: United States Cellular Corporation

Page 2 of 2 of Appendix C

| | | |
|------|-----|--------------|
| (IV) | (a) | <u>Name:</u> |
|------|-----|--------------|

| | | |
|--|-----|--|
| | | Prudence E. Carlson |
| | (b) | <u>Business Address:</u> Telephone and Data Systems, Inc. 30 North LaSalle Street Suite 4000 Chicago, IL 60602 |
| | (c) | <u>Present Principal Occupation or Employment:</u> Private Investor |
| | (f) | <u>Citizenship:</u> United States |

| Schedule 13D | | | | | APPENDIX D |
|---|--|--|--|---|---------------|
| Issuer: United States Cellular Corporation | | | | | |
| Page 1 of 1 of Appendix D | | | | | |
| | | | | | |
| Name | | Number of Common Shares Beneficially Owned as of Latest Practicable Date | | Percentage of Class of the Issuer's Common Shares | |
| LeRoy T. Carlson | | 1,243 | | * | |
| LeRoy T. Carlson, Jr. | | — | | * | |
| Letitia G. Carlson, M.D. | | — | | * | |
| Prudence E. Carlson | | — | | * | |
| Walter C.D. Carlson | | 13,978 | | * | |
| Clarence A. Davis | | — | | * | |
| Joseph Hanley | | — | | * | |
| C. Theodore Herbert | | — | | * | |
| Kenneth R. Meyers | | 68,937 (1) | | * | |
| George W. Off | | 500 | | * | |
| Christopher D. O'Leary | | — | | * | |
| Mitchell H. Saranow | | — | | * | |
| Peter L. Sereda | | — | | * | |
| Douglas D. Shuma | | — | | * | |
| Gary L. Sugarman | | — | | * | |
| Kurt B. Thaus | | — | | * | |
| Herbert S. Wander | | — | | * | |
| Scott H. Williamson | | — | | * | |
| David A. Wittwer | | — | | * | |
| TOTAL | | 84,658 | | | |
| | | | | | |
| * Less than 1% | | | | | |
| | | | | | |
| (1) Includes 26,604 Common Shares subject to stock options that are currently exercisable or exercisable within 60 days of October 6, 2014. | | | | | |

