
**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): December 4, 2019

Menlo Therapeutics Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38356
(Commission
File Number)

45-3757789
(I. R. S. Employer
Identification No.)

200 Cardinal Way, 2nd Floor
Redwood City, California 94063
(Address of principal executive offices, including ZIP code)

(650) 486-1416
(Registrant's telephone number, including area code)

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 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 \$0.0001	MNLO	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 December 4, 2019, Menlo Therapeutics Inc., a Delaware corporation (“Menlo”) entered into Amendment No. 1 (the “Amendment”) to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of November 10, 2019, by and among Menlo, Foamix Pharmaceuticals Ltd., a company organized under the laws of the State of Israel (“Foamix”) and Giants Merger Subsidiary Ltd., a company organized under the laws of the State of Israel and a direct, wholly-owned subsidiary of Menlo (“Merger Sub”) (collectively with Menlo and Foamix, the “Parties”).

Pursuant to the Amendment, the Parties agreed to amend Section 4.4 of the Merger Agreement to restate the vote required to approve the issuance of shares of Menlo common stock in connection with the Merger.

The foregoing does not purport to be a complete description of the terms and conditions of the Amendment and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 2.1 and incorporated herein by reference.

Additional Information and Where to Find It

Menlo has filed a Registration Statement on Form S-4 containing a joint proxy statement/prospectus of Menlo and Foamix and other documents concerning the proposed merger with the SEC. BEFORE MAKING ANY VOTING DECISION, MENLO’S AND FOAMIX’S RESPECTIVE STOCKHOLDERS ARE URGED TO READ THE DEFINITIVE JOINT PROXY STATEMENT/PROSPECTUS IN ITS ENTIRETY WHEN IT BECOMES AVAILABLE AND ANY OTHER DOCUMENTS FILED BY EACH OF MENLO AND FOAMIX WITH THE SEC IN CONNECTION WITH THE PROPOSED MERGER OR INCORPORATED BY REFERENCE THEREIN BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION AND THE PARTIES TO THE PROPOSED TRANSACTION. Security holders may obtain a free copy of the Form S-4, including the joint proxy statement/prospectus, and other documents filed by Menlo and Foamix with the SEC at the SEC’s website at www.sec.gov. Investors and stockholders will be able to obtain a free copy of the Form S-4, including the joint proxy statement/prospectus, and other documents containing important information about Menlo and Foamix through the website maintained by the SEC at www.sec.gov. Menlo and Foamix make available free of charge at <http://ir.menlotherapeutics.com/financials/sec-filings> and <https://www.foamix.com/investors/sec-filings>, respectively, copies of materials they file with, or furnish to, the SEC.

Participants in the Solicitation

This communication does not constitute a solicitation of proxy, an offer to purchase or a solicitation of an offer to sell any securities. Menlo, Foamix and their respective directors, executive officers and certain employees may be deemed to be participants in the solicitation of proxies from the stockholders of Menlo and Foamix in connection with the proposed merger. Security holders may obtain information regarding the names, affiliations and interests of Menlo’s directors and officers in Menlo’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, which was filed with the SEC on February 28, 2019, and its definitive proxy statement for the 2019 annual meeting of stockholders, which was filed with the SEC on May 10, 2019. Security holders may obtain information regarding the names, affiliations and interests of Foamix’s directors and officers in Foamix’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, which was filed with the SEC on February 28, 2019, and its definitive proxy statement for the 2019 annual meeting of stockholders, which was filed with the SEC on March 11, 2019. To the extent the holdings of Menlo securities by Menlo’s directors and executive officers or the holdings of Foamix securities by Foamix’s directors and executive officers have changed since the amounts set forth in Menlo’s or Foamix’s respective proxy statement for its 2019 annual meeting of stockholders, such changes have been or will be reflected on Statements of Change in Ownership on Form 4 filed with the SEC. Additional information regarding the interests of such individuals in the proposed merger will be included in the joint proxy statement/prospectus relating to the proposed merger when it is filed with the SEC. These documents (when available) may be obtained free of charge from the SEC’s website at www.sec.gov, Menlo’s website at <http://ir.menlotherapeutics.com/financials/sec-filings> and Foamix’s website at <https://www.foamix.com/investors/sec-filings>.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	<u>Amendment No. 1 to the Agreement and Plan of Merger, dated as of December 4, 2019, by and among Menlo Therapeutics Inc., Giants Merger Subsidiary Ltd. and Foamix Pharmaceuticals Ltd.</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.

Date: December 4, 2019

Menlo Therapeutics Inc.

/s/ Kristine Ball

By: Kristine Ball
Senior Vice President, Corporate Strategy and
Chief Financial Officer

**AMENDMENT NO. 1 TO
THE AGREEMENT AND PLAN OF MERGER**

This Amendment No. 1 (this "Amendment") to the Agreement and Plan of Merger (the "Merger Agreement") is made and entered into as of December 4, 2019 by and among Menlo Therapeutics Inc., a Delaware corporation ("Menlo"), Giants Merger Subsidiary, Ltd., a company incorporated under the laws of the State of Israel and registered under No. 516103165 with the Israeli Registrar of Companies, and a direct, wholly-owned subsidiary of Menlo ("Menlo Merger Sub") and Foamix Pharmaceuticals Ltd., a company incorporated under the laws of the State of Israel and registered under No. 51-336881-1 with the Israeli Registrar of Companies ("Foamix"). Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to such terms in the Merger Agreement.

RECITALS

WHEREAS, Menlo, Menlo Merger Sub and Foamix are parties to the Merger Agreement (the "Parties");

WHEREAS, the Parties desire to amend Section 4.4 of Merger Agreement; and

WHEREAS, Section 7.3 of the Merger Agreement provides that, prior to the Effective Time, the Merger Agreement may not be amended except by an instrument in writing signed on behalf of each of the Parties.

NOW, THEREFORE, in consideration of the foregoing and the covenants and agreements contained herein and for other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, Parties agree as follows:

AGREEMENT

1. Amendment to the Merger Agreement.

(a) Section 4.4 of the Merger Agreement is hereby deleted and replaced with the following:

“The affirmative vote of a majority of the votes cast by the holders of shares of Menlo Common Stock at the Menlo Stockholders’ Meeting (the "Menlo Stockholder Approval”), is the only vote of the holders of any class or series of Menlo’s capital stock necessary to approve the Share Issuance and the other transactions contemplated by this Agreement.”

2 Effect of Amendment. Except as expressly provided herein, this Amendment shall not constitute an amendment, modification or waiver of any provision of the Merger Agreement or any rights or obligations of any party under or in respect of the Merger Agreement. Except as modified by this Amendment, the Merger Agreement shall continue in full force and effect. Upon the execution of this Amendment by the Parties, each reference in the Merger Agreement to “this

Agreement” or the words “hereunder,” “hereof,” “herein” or words of similar effect referring to the Merger Agreement shall mean and be a reference to the Merger Agreement as amended by this Amendment, and a reference to the Merger Agreement in any other instrument or document shall be deemed a reference to the Merger Agreement as amended by this Amendment. This Amendment shall be subject to, shall form a part of, and shall be governed by, the terms and conditions set forth in the Merger Agreement, as amended by this Amendment.

3. General. Section 8 of the Merger Agreement shall apply to this Amendment *mutatis mutandis*.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed as of the date first written above by their respective officers thereunto duly authorized.

Menlo Therapeutics Inc.

By: /s/ Steven Basta
Name: Steven Basta
Title: President and Chief Executive Officer

Giants Merger Subsidiary Ltd.

By: /s/ Steven Basta
Name: Steven Basta
Title: Director

Foamix Pharmaceuticals Ltd.

By: /s/ David Domzalski
Name: David Domzalski
Title: Chief Executive Officer

By: /s/ Mutya Harsch
Name: Mutya Harsch
Title: General Counsel and Chief Legal Officer

(Signature Page to Amendment No. 1 to Agreement and Plan of Merger)