
**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

FOAMIX PHARMACEUTICALS LTD.

(Translation of registrant's name into English)

Israel
(State or other jurisdiction of
incorporation)

001-36621
(Commission File Number)

N/A
(IRS Employer Identification No.)

**2 Holzman Street,
Weizmann Science Park
Rehovot, Israel**
(Address of principal executive offices)

7670402
(Zip Code)

+972-8-9316233
(Registrant's telephone number, including area code)

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

Title of Each Class:
Ordinary shares, par value NIS 0.16 per share

Name of Each Exchange on Which Registered:
Nasdaq Global Market

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))

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, par value NIS 0.16 per share	FOMX	Nasdaq Global Select 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 4, 2019, Foamix Pharmaceuticals Ltd., a company organized under the laws of the State of Israel (“Foamix”), 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 Foamix, Menlo Therapeutics Inc., a Delaware corporation (“Menlo”), 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 the Foamix and Menlo, the “Parties”).

Pursuant to the Amendment, the Parties agreed to restate the vote required to approve the issuance of shares of Menlo common stock in connection with the previously announced 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 hereto and incorporated herein by reference.

Important Additional Information and Where to Find It

In connection with the proposed strategic combination involving Foamix and Menlo, Foamix and Menlo intend to file relevant materials with the SEC, including that Menlo will file a registration statement on Form S-4 that will include a joint proxy statement/prospectus to be distributed to Foamix shareholders. Foamix will mail the joint proxy statement/prospectus and a proxy card to each shareholder entitled to vote at the special meeting relating to the proposed merger. INVESTORS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS WHEN IT BECOMES AVAILABLE BECAUSE IT WILL CONTAIN IMPORTANT INFORMATION. FOAMIX’S EXISTING PUBLIC FILINGS WITH THE SEC SHOULD ALSO BE READ, INCLUDING THE RISK FACTORS CONTAINED THEREIN.

Investors and security holders may obtain copies of the Form S-4, including the joint proxy statement/prospectus, as well as other filings containing information about Foamix, free of charge, from the SEC’s website (www.sec.gov). Investors and security holders may also obtain Foamix’s SEC filings in connection with the transaction, free of charge, from Foamix’s website (www.Foamix.com) under the link “Investors & Media” and then under the tab “Filings & Financials,” or by directing a request to Foamix, Attention: Ilan Hadar, Chief Financial Officer. Copies of documents filed with the SEC by Menlo will be made available, free of charge, on Menlo’s website (www.Menlo.com).

Participants in Solicitation

Foamix, Menlo and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies from the holders of Foamix ordinary shares in respect of the proposed transaction. Information regarding Foamix’s directors and executive officers is available in its definitive proxy statement for Foamix’s 2019 annual meeting of shareholders filed with the SEC on March 11, 2019, as modified or supplemented by any Form 3 or Form 4 filed with the SEC since the date of such definitive proxy statement. Information about the directors and executive officers of Menlo will be set forth in the Form S-4. Other information regarding the interests of the participants in the proxy solicitation will be included in the joint proxy statement/prospectus when it becomes available. These documents can be obtained free of charge from the sources indicated above. This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

The following exhibit is being filed herewith:

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

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, thereunto duly authorized.

FOAMIX PHARMACEUTICALS LTD.

Date: December 4, 2019

By: /s/ Mutya Harsch
Name: Mutya Harsch
Title: Chief Legal 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 the 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)
