

**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): April 29, 2021**

**ALKERMES PUBLIC LIMITED COMPANY**

(Exact name of registrant as specified in its charter)

**Ireland**  
(State or other jurisdiction  
of incorporation)

**001-35299**  
(Commission  
File Number)

**98-1007018**  
(IRS Employer  
Identification No.)

**Connaught House, 1 Burlington Road  
Dublin 4, Ireland D04 C5Y6**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: + 353- 1-772-8000**

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
<b>Ordinary shares, \$0.01 par value</b>	<b>ALKS</b>	<b>Nasdaq Global Select Market</b>

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 April 29, 2021, Alkermes plc (the “Company”) and Sarissa Capital Offshore Master Fund LP (together with its affiliates and associates, “Sarissa Capital”) reached an agreement pursuant to which the Company has granted Sarissa Capital a right to designate one director for appointment to the Company’s board of directors (the “Board”) from a predetermined list of candidates identified by Sarissa Capital. This right is exercisable between October 30, 2021 and February 28, 2022. In connection with this agreement, Sarissa Capital withdrew its notice to the Company, dated as of December 4, 2020, nominating a director candidate for election to the Board at the Company’s 2021 annual general meeting of shareholders.

**Item 7.01 Regulation FD Disclosure.**

On April 30, 2021, the Company issued a press release related to the agreement described in Item 1.01 above, a copy of which is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. This Item 7.01 and Exhibit 99.1 furnished herewith 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 such information 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.*

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release issued by Alkermes plc dated April 30, 2021.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**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.

**ALKERMES PLC**

Date: April 29, 2021

By: /s/ David J. Gaffin  
David J. Gaffin  
Secretary

Alkermes Contacts:

For Investors: Sandy Coombs +1 781 609 6377

For Media: Katie Joyce +1 781 249 8927

**Alkermes Announces Agreement with Sarissa Capital***Grants Sarissa Right to Designate Director to Alkermes' Board*

**DUBLIN, April 30, 2021** – Alkermes plc (Nasdaq: ALKS) today announced that it has reached an agreement with Sarissa Capital Management LP (“Sarissa Capital”), a beneficial owner of approximately 5% of the company’s outstanding ordinary shares, pursuant to which Sarissa Capital has the right to designate a director to the company’s Board of Directors (the “Board”).

This agreement follows constructive dialogue between the parties related to the company’s strategic priorities and ongoing Board refreshment efforts. Alkermes initiated a robust board refreshment program two years ago and has since added four new independent directors to the Board. This agreement with Sarissa Capital is a continuation of those efforts.

“We view our Board as one of Alkermes’ strategic assets. We value the opinions and input of Sarissa Capital and our other shareholders in identifying qualifications for new directors to help advance our business strategy to create shareholder value,” said Richard Pops, Chief Executive Officer and Chairman of Alkermes. “Our considerable and thoughtful board refreshment efforts over the last two years demonstrate our commitment to maintaining a strong, independent board with expertise and skills to develop and support our strategic priorities.”

Alex Denner, Ph.D., Founder and Chief Investment Officer of Sarissa Capital, stated, “Alkermes has attractive and underappreciated assets that can drive meaningful value creation. We look forward to working with the Board to focus on optimal capital allocation and operational excellence and to create shareholder value.”

**About Alkermes plc**

Alkermes plc is a fully-integrated, global biopharmaceutical company developing innovative medicines in the fields of neuroscience and oncology. The company has a portfolio of proprietary commercial products focused on addiction and schizophrenia, and a pipeline of product candidates in development for schizophrenia, bipolar I disorder, neurodegenerative disorders and cancer. Headquartered in Dublin, Ireland, Alkermes plc has an R&D center in Waltham, Massachusetts; a research and manufacturing facility in Athlone, Ireland; and a manufacturing facility in Wilmington, Ohio. For more information, please visit Alkermes’ website at [www.alkermes.com](http://www.alkermes.com).

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**Important Additional Information**

The company intends to file a definitive proxy statement, accompanying proxy card and other relevant documents with the Securities and Exchange Commission (the “SEC”) in connection with the solicitation of proxies for the company’s 2021 annual general meeting of shareholders. BEFORE MAKING ANY VOTING DECISION, SHAREHOLDERS OF THE COMPANY ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH OR FURNISHED TO THE SEC, INCLUDING THE COMPANY’S DEFINITIVE PROXY STATEMENT AND ANY AMENDMENTS AND SUPPLEMENTS THERETO, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and shareholders will be able to obtain a copy of the definitive proxy statement and other documents filed by the company with the SEC free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov). In addition, copies will be available at no charge by visiting the “Investors” section of the company’s website at [www.alkermes.com](http://www.alkermes.com).

The company, its directors and certain of its executive officers are considered participants in the solicitation of proxies from shareholders in respect of the company’s 2021 annual general meeting of shareholders. Information regarding the names of such participants and their respective interests in the company by security holdings or otherwise is set forth in the company’s definitive proxy statement for the company’s 2020 annual general meeting of shareholders, filed with the SEC on April 3, 2020, the company’s Form 10-K/A for the year ended Dec. 31, 2020, filed with the SEC on April 29, 2021, and in Initial Statements of Beneficial Ownership on Form 3 or Statements of Change in Ownership on Form 4 filed with the SEC. These documents can be obtained free of charge from the sources indicated above. Additional information regarding the direct and indirect interests of these participants, by security holdings or otherwise, will also be included in the definitive proxy statement for the company’s 2021 annual general meeting of shareholders and other relevant materials to be filed with the SEC, if and when they become available.

**Note Regarding Forward-Looking Statements**

Certain statements set forth in this press release constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, as amended, including, but not limited to, statements concerning the company’s ability to create value for its shareholders.

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The company cautions that forward-looking statements are inherently uncertain. Actual performance and results may differ materially from those expressed or implied in the forward-looking statements due to various risks and uncertainties, including those risks and uncertainties described under the heading "Risk Factors" in the company's Annual Report on Form 10-K for the year ended Dec. 31, 2020 and in subsequent filings made by the company with the SEC, which are available on the SEC's website at [www.sec.gov](http://www.sec.gov). Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Except as required by law, the company disclaims any intention or responsibility for updating or revising any forward-looking statements contained in this press release.