

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): September 25, 2018

IONIS PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-19125

(Commission File No.)

33-0336973

(IRS Employer Identification No.)

2855 Gazelle Court
Carlsbad, CA 92010

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(760) 931-9200**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 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 5.02 Election of Directors.

(d)

On September 20, 2018, the Board of Directors of Ionis Pharmaceuticals, Inc. (the “**Company**”) elected Peter N. Reikes, Vice Chairman of the Investment Banking Division at Stifel, Nicolaus & Company, Inc. (“**Stifel**”), and Michael Hayden, Ph.D., Killam Professor at the University of British Columbia and Director of the Translational Laboratory in Genetic Medicine at the National University of Singapore and the Agency for Science, Technology and Research, as members of the Company’s Board of Directors, effective immediately.

There are no arrangements or understandings between either Mr. Reikes or Dr. Hayden and any other persons pursuant to which Mr. Reikes and Dr. Hayden were appointed as directors of the Company.

Mr. Reikes and Dr. Hayden will each receive the standard director compensation that the Company provides to its non-employee directors of \$55,000 per calendar year and will be eligible for automatic equity grants under the Company’s Amended and Restated 2002 Non-Employee Directors’ Stock Option Plan.

In addition, Mr. Reikes and Dr. Hayden will enter into the Company’s standard form of indemnity agreement.

Periodically, the Company engages Stifel to provide investment banking services.

A copy of the press release announcing the appointment of Mr. Reikes and Dr. Hayden is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) Press Release dated September 24, 2018.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

IONIS PHARMACEUTICALS, INC.

Dated: September 25, 2018

By: /s/ Patrick R. O'Neil

PATRICK R. O'NEIL

Senior Vice President, Legal, General Counsel and Chief Compliance Officer



Ionis Announces the Appointment of Two New Board Members

CARLSBAD, Calif., Sept. 24, 2018 – Ionis Pharmaceuticals, Inc. (NASDAQ: IONS), the leader in antisense therapeutics, today announced the appointment of two new members to its Board of Directors effective immediately – Dr. Michael Hayden, Killam Professor at the University of British Columbia and the Director of the Translational Laboratory in Genetic Medicine, and Peter N. Reikes, Vice Chairman, Investment Banking Division, Stifel, Nicolaus & Company, Inc.

“On behalf of Ionis and the Board of Directors, I am pleased to welcome Dr. Hayden and Mr. Reikes to the Board. Peter Reikes brings decades of financial experience and a deep understanding of Wall Street. Dr. Michael Hayden brings a brilliant scientific career complemented by extensive experience leading research and development at a large pharmaceutical company,” said Stanley T. Crooke, M.D., Ph.D., Ionis Founder, CEO, and Chairman of the Board. “We are confident that their leadership and new perspectives combined with the experience and commitment of our Board will have a meaningful impact in our efforts to bring benefit to patients in need and in doing so, return value to our shareholders. We look forward to their contributions.”

With the appointments of Dr. Hayden and Mr. Reikes the Ionis Board of Directors increases to 10 members.

About Michael Hayden, CM OBC MB ChB PhD FRCP(C) FRSC

Dr. Michael Hayden is a Killam Professor at the University of British Columbia and the Director of the Translational Laboratory in Genetic Medicine at the National University of Singapore and the Agency for Science, Technology and Research (A*STAR). From 2012 to 2017, he served as the President of Global R&D and Chief Scientific Officer at Teva Pharmaceutical Industries Ltd. Dr. Hayden built and transformed research and development at Teva to become a highly productive research engine and was instrumental in the approval of approximately 30 new products.

Dr. Hayden has founded three biotechnology companies and has been the recipient of numerous prestigious honors and awards including being inducted into the Canadian Medical Hall of Fame, receiving the July 2012 Diamond Jubilee Medal, on behalf of HRH Queen Elisabeth II and the Margolese National Brain Disorder Prize, awarded to Canadians who have made outstanding contributions to the treatment, amelioration, or cure of brain diseases. He’s also received the Canada Gairdner Wightman award for his outstanding leadership in medicine and medical science as a physician-scientist. Dr. Hayden was awarded the Order of Canada, the Order of British Columbia, named Canada’s Health Researcher of the Year by Canadian Institutes of Health Research, and has received the Prix Galien for his contribution to Canadian pharmaceutical research. Most recently, Dr. Hayden was named one of the 50 Canadians born in the 20th century who have changed the world.

About Peter N. Reikes

Peter N. Reikes is a Vice Chairman in the Investment Banking Division at Stifel, Nicolaus & Company, Incorporated, which he joined in late 2010. Over the course of his more than 30-year career in investment banking, Mr. Reikes has completed a wide range of financing and merger and acquisition transactions for companies in the life sciences, medical technology, and healthcare services sectors. Prior to joining Stifel, Nicolaus, he spent eleven years at Cowen and Company, LLC, where he was Vice Chairman and Head of Healthcare Investment Banking, and over fourteen years at PaineWebber Incorporated, where he was a Managing Director and Head of Healthcare Investment Banking and began his career in 1985.

Mr. Reikes is a former director of Ricerca Biosciences, LLC, Biocompatibles, Ltd., and the affiliated partnership boards of Alkermes, Inc., Cephalon, Inc., Gensia, Inc., Genzyme Corporation, and Repligen Corporation, as well as the Institute for Quality Improvement of the Accreditation Association for Ambulatory Health Care. Mr. Reikes also is a director of the Heart & Soul Foundation, an organization which supports a range of community service programs in the greater New York City area. Mr. Reikes received his B.A. in Economics from the University of California at Los Angeles and his M.B.A. in Finance from The Wharton School at the University of Pennsylvania.

ABOUT IONIS PHARMACEUTICALS

Ionis is the leading company in RNA-targeted drug discovery and development focused on developing drugs for patients who have the highest unmet medical needs, such as those patients with severe and rare diseases. Using its proprietary antisense technology, Ionis has created a large pipeline of first-in-class or best-in-class drugs, with over 40 drugs in development. SPINRAZA[®] (nusinersen) has been approved in global markets for the treatment of spinal muscular atrophy (SMA). Biogen is responsible for commercializing SPINRAZA. TEGSEDI[™] (inotersen) and WAYLIVRA[™] (volanesorsen) are two antisense drugs that Ionis discovered and successfully advanced through Phase 3 studies. TEGSEDI is approved in the E.U. for the treatment of stage 1 or stage 2 polyneuropathy in adult patients with hereditary transthyretin amyloidosis, or hATTR, and is currently under regulatory review in the U.S. and Canada. WAYLIVRA is also under regulatory review for marketing approval for the treatment of patients with familial chylomicronemia syndrome, or FCS. WAYLIVRA is also in a Phase 3 study in patients with familial partial lipodystrophy, or FPL. Akcea Therapeutics, an affiliate of Ionis focused on developing and commercializing drugs to treat patients with serious and rare diseases, will commercialize TEGSEDI and WAYLIVRA, if approved. Ionis' patents provide strong and extensive protection for its drugs and technology. Additional information about Ionis is available at www.ionispharma.com.

IONIS' FORWARD-LOOKING STATEMENT

This press release includes forward-looking statements regarding the therapeutic and commercial potential of Ionis' technologies and products in development, including SPINRAZA[®], TEGSEDI[™] (inotersen) and WAYLIVRA[™] (volanesorsen). Any statement describing Ionis' goals, expectations, financial or other projections, intentions or beliefs is a forward-looking statement and should be considered an at-risk statement. Such statements are subject to certain risks and uncertainties, particularly those inherent in the process of discovering, developing and commercializing drugs that are safe and effective for use as human therapeutics, and in the endeavor of building a business around such drugs. Ionis' forward-looking statements also involve assumptions that, if they never materialize or prove correct, could cause its results to differ materially from those expressed or implied by such forward-looking statements. Although Ionis' forward-looking statements reflect the good faith judgment of its management, these statements are based only on facts and factors currently known by Ionis. As a result, you are cautioned not to rely on these forward-looking statements. These and other risks concerning Ionis' programs are described in additional detail in Ionis' annual report on Form 10-K for the year ended December 31, 2017, and most recent Form 10-Q quarterly filing, which are on file with the SEC. Copies of this and other documents are available from the Company.

In this press release, unless the context requires otherwise, "Ionis," "Company," "we," "our," and "us" refers to Ionis Pharmaceuticals and its subsidiaries.

Ionis Pharmaceuticals[™] is a trademark of Ionis Pharmaceuticals, Inc. Akcea Therapeutics[™] is a trademark of Akcea Therapeutics, Inc. TEGSEDI[™] is a trademark of Akcea Therapeutics, Inc. WAYLIVRA[™] is a trademark of Akcea Therapeutics, Inc. SPINRAZA[®] is a registered trademark of Biogen.

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