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): September 16, 2015

AKARI THERAPEUTICS PLC
(Exact Name of Registrant as Specified in its Charter)

England and Wales	001-36288	98-1034922
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

The Gridiron Building
One Pancras Square
C/O Pearl Cohen Zedek Latzer Baratz UK LLP
London, N1C 4AG, United Kingdom
(Address of Principal Executive Offices and zip code)

Registrant's telephone number, including area code +44-203-318-3004

Celsus Therapeutics Plc
(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))

Item 2.01 Completion of Acquisition or Disposition of Assets.

On September 18, 2015, Celsus Therapeutics Plc ("**Celsus**" or the "**Company**") completed its acquisition of all of the capital stock of Volution Immuno Pharmaceuticals SA ("**Volution**"), from RPC Pharma Limited ("**RPC**"), Volution's sole shareholder, in exchange for ordinary shares, par value £0.01 ("**Ordinary Shares**"), of Celsus (the "**Acquisition**"), in accordance with the terms of the Share Exchange Agreement, dated as of July 10, 2015 (the "**Agreement**"), by and among the Company and RPC. In connection with the Acquisition, the name of the combined company was changed to Akari Therapeutics, Plc. The Company's American Depositary Shares ("**ADSs**"), each representing 100 Ordinary Shares (giving effect to the previously announced ADS ratio change (the "**ADS Ratio Change**"), will trade on The NASDAQ Capital Market under the symbol "AKTX" commencing on September 21, 2015.

In connection with the consummation of the Acquisition, Celsus issued an aggregate of 722,345,600 Ordinary Shares to RPC, representing, prior to giving effect to the Financing (defined below), 92.85% of Celsus's outstanding Ordinary Shares following the closing of the Acquisition (or 91.68% of Celsus Ordinary Shares on a fully diluted basis). As a result of the issuance of such shares in connection with the Acquisition, certain warrants of Celsus to purchase an aggregate of 1,929,824 Ordinary Shares at an exercise price of $0.57 per share have been adjusted so that such warrants are exercisable for an aggregate of 5,617,977 Ordinary Shares at an adjusted exercise price of $0.1958 per share.

On September 18, 2015, pursuant to the Securities Purchase Agreement, dated as of August 17, 2015 (the "**Purchase Agreement**") with the investors named therein (the "**Buyers**"), Celsus sold to the Buyers, in a private placement an aggregate of 3,958,811 restricted ADSs representing 395,881,100 Ordinary Shares for gross proceeds of $75 million (the "**Financing**"). Immediately following the closing of the Financing, after giving effect to the closing of the Acquisition and the Financing, Celsus securityholders immediately prior to the Acquisition (but excluding any securities acquired by such securityholders in the Financing) owned approximately 5.7% of the Ordinary Shares, RPC owned approximately 61.0%, of the outstanding Ordinary Shares, and the Buyers owned approximately 33.3% of the outstanding Ordinary Shares. The issuance of the Ordinary Shares in connection with the Acquisition and the Financing was approved by Celsus's shareholders at a meeting held on September 16, 2015 as discussed in Item 5.07 below.

On September 18, 2015, Celsus issued a press release announcing the consummation of the Acquisition and related transactions. On September 21, 2015, Celsus issued a press release announcing the consummation of the Financing. Copies of these press releases are filed as Exhibit 99.1 and Exhibit 99.2 hereto, respectively, and are incorporated by reference herein.

Item 3.02 Unregistered Sales of Equity Securities

Pursuant to the Acquisition, Celsus issued 722,345,600 Ordinary Shares to RPC. The number of Ordinary Shares issued, the nature of the transaction and the nature and amount of consideration received by Celsus are described in Item 2.01 of this Form 8-K, which is incorporated by reference into this Item 3.02. Such sales were exempt from registration under Section 4(a)(2) and Regulation S of the Securities Act of 1933, as amended, and the rules promulgated thereunder, as a transaction by an issuer not involving a public offering.

As more fully described in Item 2.01 above, on September 18, 2015, in connection with and pursuant to the Purchase Agreement, Celsus sold an aggregate of 3,958,811 restricted ADSs, representing 395,881,100 Ordinary Shares, to the Buyers for gross proceeds of $75 million. Such sales were exempt from registration under Section 4(a)(2) and Regulation D of the Securities Act of 1933, as amended, and the rules promulgated thereunder. Celsus made this determination based on the representations of the Buyers, which included, in pertinent part, that each Buyer was an “accredited investor” as that term is defined in Rule 501 of Regulation D, and that such Buyer was acquiring the shares for its own account and not with a view towards, or for resale in connection with, the public sale or distribution thereof, except pursuant to sales registered under, or exempted from, the registration requirements of the Securities Act of 1933, as amended. Furthermore, the restricted ADSs issued in the Financing are subject to a legend as to the restrictions on transfer under the Securities Act of 1933, as amended.

MTS Health Partners served as financial advisor to the Company in connection with the Acquisition. As partial compensation for these services, on September 18, 2015, the Company issued MTS Health Partners 3,830,400 Ordinary Shares represented by 38,304 restricted ADSs. Such sales were exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, and the rules promulgated thereunder, as a transaction by an issuer not involving a public offering.

Following the consummation of the transactions described above, the Company has 1,177,693,383 Ordinary Shares issued and outstanding as of the date hereof.

Item 3.03 Material Modification to Rights of Security Holders.

At the meeting of Celsus’s shareholders held on September 16, 2015, and as further discussed in Item 5.07, Celsus’s shareholders approved the change of the Company’s name to “Akari Therapeutics, Plc” and set the cap on aggregate director fees (excluding executive director remuneration) in article 27.1 of the Celsus’ Articles of Association at US$500,000 per annum, such sum to be automatically increased at the end of each fiscal year of Celsus by the same percentage increase as the increase in the U.S. Consumer Price Index as published by the U.S. Bureau of Labor Statistics over that fiscal year.

On September 17, 2015, in connection with the Acquisition, Celsus filed the necessary resolution and documentation with Companies House in England and Wales to change the Company’s name from “Celsus Therapeutics Plc” to “Akari Therapeutics Plc.”

On September 17, 2015, Celsus entered into a Restricted Issuance Agreement with Deutsche Bank Trust Company Americas, as depositary, pursuant to which the depositary may issue restricted ADSs upon a deposit of restricted Ordinary Shares by a depositor.

In addition, on September 17, 2015, the ADS Ratio Change became effective. As a result of the ADS Ratio Change, the number of issued and outstanding Ordinary Shares represented by ADSs was increased such that each ADS following the ADS Ratio Change represents 100 Ordinary Shares.

Item 5.01 Changes in Control of Registrant

Reference is made to Item 2.01 of this Current Report on Form 8-K, which is incorporated into this Item 5.01 by reference.

In connection with the Acquisition and as of the date hereof, the executive management team of the combined company is as set forth below:

Name of Officer	Previous Position	Position with the Combined Company
Ray Prudo, M.D.	Chief Executive Officer and Chairman of Volution	Executive Chairman of the Board
Gur Roshwalb, M.D.	Chief Executive Officer and Director of Celsus	Chief Executive Officer and Director
Dov Elefant	Chief Financial Officer of Celsus	Chief Financial Officer
Clive Richardson	Commercial Development at Volution	Chief Operating Officer

Effective upon the consummation of the Acquisition, Ray Prudo, M.D. and Clive Richardson were elected by the Company's shareholders as directors of the Company at a general meeting of the shareholders as discussed in Item 5.07 below. Immediately following the Acquisition, Johnson Yiu Nam Lau, M.D. and David Sidransky, M.D. resigned from Celsus's board of directors and any respective committees of the board of directors on which they served and Stuart Ungar, M.D. and James Hill, M.D. were appointed by the board of directors to replace them and fill these vacancies. Accordingly the board of directors of the combined company is currently comprised of seven members: new directors Ray Prudo, Clive Richardson, James Hill and Stuart Ungar and continuing Celsus directors Mark Cohen, Gur Roshwalb and Allan Shaw.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers

The information regarding the resignations from Celsus's board of directors and the election and/or appointment of Celsus's new directors and executive officers included in Item 5.01 above is incorporated herein by reference. The resignation of directors from Celsus's board of directors was not due to a disagreement with Celsus on any matter relating to its operations, policies or practices.

Biographical information regarding each of the newly appointed directors and executive officers is included in Celsus's Proxy Statement on Schedule 14A, which was filed with the SEC on August 3, 2015, as amended by the supplements filed with the SEC on August 18, 2015 and September 8, 2015 (the "**Proxy**"), and is incorporated herein by reference.

Each newly appointed non-executive director (James Hill and Stuart Ungar) shall receive an initial grant of options to purchase 25,000 Ordinary Shares in accordance with the Company's current Non-Employee Director Compensation Policy. Ray Prudo, the Company's new Chairman of the Board of Directors, shall receive an annual fee of $200,000 for his service as Chairman.

The composition of the committees of the board of directors is as follows: (1) an audit committee comprised of Allan Shaw (chair), Stuart Ungar, M.D. and James Hill, M.D., (2) a compensation committee comprised of James Hill, M.D. (chair), Mark Cohen and Stuart Ungar, M.D., (3) a nominating and corporate governance committee comprised of Mark Cohen (chair), Stuart Ungar, M.D. and James Hill, M.D. and (4) a research and development committee comprised of Ray Prudo, M.D. (chair), Gur Roshwalb, M.D., Stuart Ungar, M.D. and James Hill, M.D.

On September 16, 2015, Celsus held a general meeting of its shareholders at which the shareholders approved an amendment to the Company's 2014 Equity Incentive Plan (the "**Plan**") to increase the number of shares available for the grant of awards by 135,277,420. A description of the Plan is set forth in the Company's definitive proxy statement filed with the Securities and Exchange Commission on August 3, 2015. The description of the Plan is qualified in its entirety by reference to the full text of the Plan, a copy of which is being filed as Exhibit 10.1 to this Current Report on Form 8-K.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On September 16, 2015, the Company held a general meeting of its shareholders at which the following items were voted on.

(1) Approval of the issuance of Celsus Ordinary Shares pursuant to the Agreement.

Votes Cast For	Votes Cast Against	Number of Abstentions
17,558,977	871,080	519,499

(2) Approval of the issuance of Celsus Ordinary Shares represented by restricted ADSs in the Financing.

Votes Cast For	Votes Cast Against	Number of Abstentions
17,604,987	874,080	470,489

(3) Approval of the change of the Company's name to "Akari Therapeutics, Plc."

Votes Cast For	Votes Cast Against	Number of Abstentions
17,503,557	1,269,500	176,499

(4) Election of Ray Prudo as a director of the Company, as a Class C Director as stated in Article 19.2.3 of the Articles of Association of the Company, to serve for a three year term commencing upon the completion of the Acquisition.

Votes Cast For	Votes Cast Against	Number of Abstentions
17,745,317	961,740	242,499

(5) Election of Clive Richardson as a director of the Company, as a Class B Director as stated in Article 19.2.2 of the Articles of Association of the Company, to serve for a two year term commencing upon the completion of the Acquisition.

Votes Cast For	Votes Cast Against	Number of Abstentions
17,782,817	953,240	213,499

(6) Approval of the proposed amendment to the Company's 2014 Equity Incentive Plan to increase the number of shares available for the grant of awards by 135,277,420.

Votes Cast For	Votes Cast Against	Number of Abstentions
17,400,547	1,308,510	240,499

(7) Approval of the cap on aggregate director fees (excluding executive director remuneration) in article 27.1 of the Celsus' Articles of Association at US$500,000 per annum, such sum to be automatically increased at the end of each fiscal year of Celsus by the same percentage increase as the increase in the U.S. consumer Prices Index as published by the U.S. Bureau of Labor Statistics over that fiscal year.

Votes Cast For	Votes Cast Against	Number of Abstentions
13,695,709	5,121,358	132,489

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The financial statements required by this Item 9.01(a) are incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A filed on August 3, 2015.

(b) Pro forma financial information.

The pro forma financial statements required by this Item 9.01(b) are incorporated by reference to the Registrant's Definitive Proxy Statement on Schedule 14A filed on August 3, 2015.

(d) Exhibits.

Exhibit No.	Description
10.1	Amended and Restated 2014 Equity Incentive Plan (incorporated by reference to the exhibit previously filed with the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-36288) filed on August 3, 2015).
99.1	Press Release issued by the Registrant on September 18, 2015.
99.2	Press Release issued by the Registrant on September 21, 2015.

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.

AKARI THERAPEUTICS, PLC

By:	/s/ Gur Roshwalb, M.D.
Name:	Gur Roshwalb, M.D.
Title:	Chief Executive Officer

Date: September 21, 2015

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amended and Restated 2014 Equity Incentive Plan (incorporated by reference to the exhibit previously filed with the Registrant's Definitive Proxy Statement on Schedule 14A (File No. 001-36288) filed on August 3, 2015).
99.1	Press Release issued by the Registrant on September 18, 2015.
99.2	Press Release issued by the Registrant on September 21, 2015.

Exhibit 99.1

Celsus Therapeutics and Volution Immuno Pharmaceuticals Announce Completion of Acquisition and Formation of Complement C5 Inhibitor Company Akari Therapeutics Plc

NEW YORK and LONDON, September 18, 2015 (GLOBE NEWSWIRE) — Celsus Therapeutics Plc (NASDAQ: CLTX) and Volution Immuno Pharmaceuticals SA today announced that, following shareholder approval obtained at a general meeting of the shareholders of Celsus held on September 16, 2015, the previously announced acquisition by Celsus of Volution has closed. The combined company has changed its name to Akari Therapeutics, Plc and will trade on the NASDAQ Capital Market under the symbol "AKTX" beginning on September 21, 2015. Akari will focus on development and commercialization of life-transforming treatments for a range of rare and orphan autoimmune and inflammatory diseases caused by dysregulation of complement C5, including paroxysmal nocturnal hemoglobinuria (PNH) and atypical Hemolytic Uremic Syndrome (aHUS).

In connection with the acquisition, Celsus issued an aggregate of 722,345,600 ordinary shares to RPC Pharma Limited, the sole shareholder of Volution, representing 92.85% of Celsus's outstanding Ordinary Shares immediately following the closing of the acquisition (or 91.68% of Celsus ordinary shares on a fully diluted basis).

The board of directors of the combined company is currently comprised of seven members: new directors Ray Prudo, Clive Richardson, James Hill and Stuart Ungar and existing Celsus directors Mark Cohen, Gur Roshwalb and Allan Shaw.

As previously announced on August 18th, the ratio of Celsus's American Depository Shares (ADSs) changed from one ADS to ten (10) ordinary shares (1:10) to one ADS to one hundred (100) ordinary shares (1:100), effective as of September 17, 2015. The ratio change has the same effect as a 1-for-10 reverse split of its ADSs.

Following the closing of the acquisition, Akari expects to close the previously announced $75 million private placement entered into with a select group of investors, led by Deerfield, and including Venrock, Vivo Capital, Foresite Capital, New Enterprise Associates, QVT Financial, RA Capital Management and certain other institutional investors. The private placement values the combined entity at $150 million on a fully diluted basis prior to the completion of the private placement. The private placement is expected to close on or about September 18, 2015.

"The closing of this acquisition represents an important milestone as Akari moves forward the development of Coversin, our lead asset and potential best-in-class second generation C5 complement inhibitor," said Dr. Gur Roshwalb, Chief Executive Officer of Akari. "We look forward to advancing Coversin into Phase 2 development in patients with Paroxysmal Nocturnal Hemoglobinuria, and to address a significant unmet need in the treatment of patients resistant to eculizumab."

Dr. Ray Prudo, Executive Chairman stated "I am looking forward to building on and developing the excellent management team and innovate therapeutics at Akari."

About Akari Therapeutics Plc

Akari is a clinical-stage biopharmaceutical company focused on the development and commercialization of innovative therapeutics to treat orphan autoimmune and inflammatory diseases. Akari's lead drug, Coversin is a second-generation complement inhibitor that acts on complement component-C5, preventing release of C5a and formation of C5b-9 (also known as the membrane attack complex or MAC). C5 inhibition is growing in importance in a range of rare autoimmune diseases related to dysregulation of the complement component of the immune system, including paroxysmal nocturnal hemoglobinuria (PNH), atypical Hemolytic Uremic Syndrome (aHUS), and Guillain Barré syndrome (GBS).

Cautionary Note Regarding Forward-Looking Statements

Certain statements in this communication regarding the business combination transaction and other contemplated transactions and the clinical development of Coversin constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act and are usually identified by the use of words such as "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "seeks," "should," "will," and variations of such words or similar expressions. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act and are making this statement for purposes of complying with those safe harbor provisions. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations or strategies will be attained or achieved. Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control.

Risks and uncertainties for the combined company include, but are not limited to: inability to complete the financing; liquidity and trading market for ADSs prior to and following the consummation of the business combination transaction and the financing; costs and potential litigation associated with the proposed transaction; an inability or delay in obtaining required regulatory approvals for Coversin and any other product candidates, which may result in unexpected cost expenditures; risks inherent in drug development in general; uncertainties in obtaining successful clinical results for Coversin and any other product candidates and unexpected costs that may result therefrom; failure to realize any value of Coversin and any other product candidates developed and being developed in light of inherent risks and difficulties involved in successfully bringing product candidates to market; inability to develop new product candidates and support existing products; the approval by the FDA and EMA and any other similar foreign regulatory authorities of other competing or superior products brought to market; risks resulting from unforeseen side effects; risk that the market for the combined company's products may not be as large as expected; inability to obtain, maintain and enforce patents and other intellectual property rights or the unexpected costs associated with such enforcement or litigation; inability to obtain and maintain commercial manufacturing arrangements with third party manufacturers or establish commercial scale manufacturing capabilities; unexpected cost increases and pricing pressures; failure to obtain the necessary shareholder approvals or to satisfy other conditions to the closing of the proposed transactions; uncertainties of cash flows and inability to meet working capital needs; cost reductions that may not result in anticipated level of cost savings or cost reductions prior to or after the consummation of the proposed transactions; and risks associated with the possible failure to realize certain benefits of the proposed transactions, including future financial, tax, accounting treatment, and operating results. Many of these factors that will determine actual results are beyond our ability to control or predict.

For a discussion of the factors that may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied in such forward-looking statements, or for a discussion of risks associated with the effect of the acquisition on our business, see “Risk Factors” beginning on page 13 of the definitive proxy statement and in other filings that we have made with the SEC in connection with the proposed transactions. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The statements made in this press release speak only as of the date stated herein, and subsequent events and developments may cause our expectations and beliefs to change. Unless otherwise required by applicable securities laws, we do not intend, nor do we undertake any obligation, to update or revise any forward-looking statements contained in this news release to reflect subsequent information, events, results or circumstances or otherwise. While we may elect to update these forward-looking statements publicly at some point in the future, we specifically disclaim any obligation to do so, whether as a result of new information, future events or otherwise, except as required by law.

Contact:

Investor & Media Contact:
Akari Therapeutics Plc
Gur Roshwalb, MD, CEO
646-350-0702
info@AkariTx.com

Exhibit 99.2

Akari Therapeutics Closes $75 Million Private Placement

NEW YORK and LONDON, September 21, 2015 (GLOBE NEWSWIRE) — Akari Therapeutics (formerly known as Celsus Therapeutics plc) (NASDAQ: AKTX), an emerging growth, development-stage biopharmaceutical company, announced today that it has closed a previously announced private placement financing with a select group of investors, led by Deerfield, and including Venrock, Vivo Capital, Foresite Capital, New Enterprise Associates, QVT Financial, RA Capital Management and certain other institutional investors. The private placement, which follows the Company's completion of its acquisition of Volution Immuno Pharmaceuticals SA announced on September 18, 2015, valued the combined entity at $150 million on a fully-diluted basis prior to the completion of the private placement. With the closing of the transaction, Akari received gross proceeds of approximately $75 million from the sale of 3,958,811 restricted American Depositary Shares (ADSs), representing an aggregate of 395,881,100 ordinary shares, at a price of $18.945 per restricted ADS, which represents approximately 33.3% of the outstanding Ordinary Shares of the Company after giving effect to the acquisition and the financing. The Company's ADSs, each representing 100 Ordinary Shares (giving effect to the previously announced ADS ratio change, trade on The NASDAQ Capital Market under the symbol "AKTX" commencing on the date hereof.

The net proceeds from the private placement will provide Akari with resources to advance the Company's lead asset, Coversin, a potentially best-in-class C5 complement inhibitor, through Phase 2 clinical trials in paroxysmal nocturnal hemoglobinuria (PNH), Guillain Barré syndrome (GBS) atypical, and Hemolytic Uremic Syndrome (aHUS).

"We are excited to advance the development of Coversin into several clinical indications," said Gur Roshwalb, Chief Executive Officer of Akari Therapeutics. "We believe that Coversin has potential to be the next and best-in-class C5 complement therapeutic and this financing provides us with the resources to advance our corporate and clinical goals."

Dr Ray Prudo, Executive Chairman stated "I am delighted to be working with our strong management team to increase shareholder value and I believe Akari has the strategy, vision and support to become a leading player in our sector."

Citigroup Global Markets Inc. and MTS Securities, LLC, an affiliate of MTS Health Partners, acted as placement agents in the transaction.

About Akari Therapeutics Plc

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Cautionary Note Regarding Forward-Looking Statements

Certain statements in this communication regarding the business combination transaction, the private placement and other contemplated transactions and the clinical development of Coversin constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act and are usually identified by the use of words such as "anticipates," "believes," "estimates," "expects," "intends," "may," "plans," "projects," "seeks," "should," "will," and variations of such words or similar expressions. We intend these forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in Section 27A of the Securities Act and Section 21E of the Securities Exchange Act and are making this statement for purposes of complying with those safe harbor provisions. These forward-looking statements reflect our current views about our plans, intentions, expectations, strategies and prospects, which are based on the information currently available to us and on assumptions we have made. Although we believe that our plans, intentions, expectations, strategies and prospects as reflected in or suggested by those forward-looking statements are reasonable, we can give no assurance that the plans, intentions, expectations or strategies will be attained or achieved. Furthermore, actual results may differ materially from those described in the forward-looking statements and will be affected by a variety of risks and factors that are beyond our control.

Risks and uncertainties for the combined company include, but are not limited to: liquidity and trading market for ADSs prior to and following the consummation of the business combination transaction and the financing; costs and potential litigation associated with the recently completed transactions; an inability or delay in obtaining required regulatory approvals for Coversin and any other product candidates, which may result in unexpected cost expenditures; risks inherent in drug development in general; uncertainties in obtaining successful clinical results for Coversin and any other product candidates and unexpected costs that may result therefrom; failure to realize any value of Coversin and any other product candidates developed and being developed in light of inherent risks and difficulties involved in successfully bringing product candidates to market; inability to develop new product candidates and support existing products; the approval by the FDA and EMA and any other similar foreign regulatory authorities of other competing or superior products brought to market; risks resulting from unforeseen side effects; risk that the market for the combined company's products may not be as large as expected; inability to obtain, maintain and enforce patents and other intellectual property rights or the unexpected costs associated with such enforcement or litigation; inability to obtain and maintain commercial manufacturing arrangements with third party manufacturers or establish commercial scale manufacturing capabilities; unexpected cost increases and pricing pressures; uncertainties of cash flows and inability to meet working capital needs; cost reductions that may not result in anticipated level of cost savings or cost reductions after the consummation of the recently completed transactions; and risks associated with the possible failure to realize certain benefits of the recently completed transactions, including future financial, tax, accounting treatment, and operating results. Many of these factors that will determine actual results are beyond our ability to control or predict.

For a discussion of the factors that may cause our actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied in such forward-looking statements, or for a discussion of risks associated with the effect of the recently completed business combination transaction on our business, see “Risk Factors” beginning on page 13 of the definitive proxy statement and in other filings that we have made with the SEC in connection with the proposed transactions. Existing and prospective investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The statements made in this press release speak only as of the date stated herein, and subsequent events and developments may cause our expectations and beliefs to change. Unless otherwise required by applicable securities laws, we do not intend, nor do we undertake any obligation, to update or revise any forward-looking statements contained in this news release to reflect subsequent information, events, results or circumstances or otherwise. While we may elect to update these forward-looking statements publicly at some point in the future, we specifically disclaim any obligation to do so, whether as a result of new information, future events or otherwise, except as required by law.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

The securities sold in the private placement have not been registered under the Securities Act of 1933, as amended, or state securities laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission ("SEC") or an applicable exemption from such registration requirements.

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