
**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): June 16, 2020

LANTHEUS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36569
(Commission
File Number)

35-2318913
(IRS Employer
Identification No.)

**331 Treble Cove Road
North Billerica, Massachusetts 01862**
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (978) 671-8001

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 (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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, par value \$0.01 per share	LNTH	The Nasdaq Global 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 5.07 Submission of Matters to a Vote of Security Holders

A special meeting of stockholders (the “Special Meeting”) of Lantheus Holdings, Inc. (“Lantheus”) was held on June 16, 2020. A total of 34,880,872 shares of Lantheus common stock, out of a total of 39,940,964 shares of Lantheus common stock outstanding and entitled to vote as of the close of business on May 12, 2020 (the record date for the Special Meeting) were present virtually or represented by proxy. A summary of the voting results for the following proposals, each of which is described in detail in the joint proxy statement/prospectus of Lantheus and Progenics Pharmaceuticals, Inc. (“Progenics”) filed with the Securities and Exchange Commission (“SEC”) and first mailed to Lantheus stockholders on or about March 19, 2020, as supplemented by the supplement to the joint proxy statement/prospectus of Lantheus and Progenics filed with the SEC and first mailed on or about May 14, 2020, is set forth below:

Proposal I: Approval of the Stock Issuance

Lantheus stockholders approved the issuance of shares of Lantheus common stock (the “Stock Issuance”) to stockholders of Progenics in the merger between Progenics and Plato Merger Sub, Inc. (“Merger Sub”), a wholly owned subsidiary of Lantheus, contemplated by the Amended and Restated Agreement and Plan of Merger, dated as of February 20, 2020, among Lantheus, Merger Sub and Progenics. The proposal was approved by the stockholders by the votes set forth in the table below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
34,628,970	169,669	82,233	0

Proposal II: Adjournment of the Lantheus Holdings Special Meeting

Lantheus stockholders voted on a proposal to approve the adjournment of the Special Meeting if necessary to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting, or any adjournment or postponement thereof, to approve the Stock Issuance. The votes on this proposal are set forth in the table below:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
29,988,337	4,596,678	295,857	0

Because there were sufficient votes at the time of the Special Meeting to approve the Stock Issuance, a vote on the proposal to adjourn the Special Meeting to solicit additional proxies if there were not sufficient votes at the time of the Special Meeting to approve the Stock Issuance, while approved, was not necessary.

Item 8.01 Other Events

On June 16, 2020, Lantheus issued a press release announcing the results of the stockholder vote on the Stock Issuance proposal at the Special Meeting. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) The following exhibits are included with this report:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated June 16, 2020, of Lantheus Holdings, Inc.

SIGNATURES

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.

LANTHEUS HOLDINGS, INC.

By: /s/ Michael P. Duffy

Name: Michael P. Duffy

Title: Senior Vice President and General Counsel

Date: June 16, 2020



Lantheus Stockholders Approve Share Issuance For Merger with Progenics

NORTH BILLERICA, MA - June 16, 2020 – Lantheus Holdings, Inc. (NASDAQ: LNTH) (“Lantheus” or the “Company”), parent company of Lantheus Medical Imaging, Inc. (“LMI”), a leader in the development, manufacture and commercialization of innovative diagnostic imaging agents announced that at a special meeting held earlier today, Lantheus’ stockholders voted to approve the issuance of common stock related to the Company’s proposed merger with Progenics Pharmaceuticals, Inc. (Nasdaq: PGNX) (“Progenics”), an oncology company developing innovative medicines and artificial intelligence to find, fight and follow cancer.

Lantheus and Progenics previously entered into an Amended and Restated Agreement and Plan of Merger, dated as of February 20, 2020 (the “Merger Agreement”), by and among Progenics, Lantheus and Plato Merger Sub, Inc., a wholly-owned subsidiary of Lantheus (“Merger Sub”). Pursuant to the Merger Agreement, Merger Sub will be merged with and into Progenics (the “merger”), with Progenics surviving the merger as a wholly-owned subsidiary of Lantheus.

Approximately 99% of the total votes cast by holders of Lantheus common stock were voted in favor of the share issuance proposal (excluding abstentions), representing approximately 87% of Lantheus’ shares issued and outstanding as of the close of business on May 12, 2020, the record date.

Mary Anne Heino, President and Chief Executive Officer of the Company, said, “We are very excited that our stockholders have approved the share issuance in connection with the Progenics merger and that the Progenics stockholders also approved the transaction earlier today. We believe that the combined company will offer a diversified portfolio of precision diagnostics, radiopharmaceutical therapeutics, digital solutions and pharma service offerings, delivering value across the patient health care continuum.”

The merger remains subject to customary closing conditions. The parties expect to close the merger on or about June 19, 2020.

About Lantheus Holdings, Inc. and Lantheus Medical Imaging, Inc.

Lantheus Holdings, Inc. is the parent company of LMI, a global leader in the development, manufacture and commercialization of innovative diagnostic imaging agents and products. LMI provides a broad portfolio of products, including the echocardiography contrast agent DEFINITY® Vial for (Perflutren Lipid Microsphere) Injectable Suspension and TechnoLite® (Technetium Tc99m Generator), a technetium-based generator that provides the essential medical isotope used in nuclear medicine procedures. The Company is headquartered in North Billerica, Massachusetts with offices in Puerto Rico and Canada. For more information, visit www.lantheus.com.

Cautionary Statement Regarding Forward-Looking Statements

This document contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to risks and uncertainties and are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements are based upon current plans, estimates and expectations that are subject to various risks and uncertainties. The inclusion of forward-looking statements should not be regarded as a representation that such plans, estimates and expectations will be achieved. Words such as “anticipate,” “expect,” “project,” “intend,” “believe,” “may,” “will,” “should,” “plan,” “could,” “target,” “contemplate,” “estimate,” “predict,” “potential,” “opportunity,” “creates” and words and terms of similar substance used in connection with any discussion of future plans, actions or events identify forward-looking statements. All statements, other than historical facts, including the expected timing of the closing of the merger; the ability of the parties to complete the merger considering the various closing conditions; the expected benefits of the merger, such as efficiencies, cost savings, synergies, revenue growth, creating shareholder value, growth potential, market profile, enhanced competitive position, and financial strength and flexibility; the competitive ability and position of the combined company; and any assumptions underlying any of the foregoing, are forward-looking statements. Important factors that could cause actual results to differ materially from Progenics’ and Lantheus’ plans, estimates or expectations could include, but are not limited to: (i) conditions to the closing of the merger may not be satisfied; (ii) the merger may involve unexpected costs, liabilities or delays; (iii) the effect of the announcement of the merger on the ability of Progenics or Lantheus to retain and hire key personnel and maintain relationships with customers, suppliers and others with whom Progenics or Lantheus does business, or on Progenics’ or Lantheus’ operating results and business generally; (iv) Progenics’ or Lantheus’ respective businesses may suffer as a result of uncertainty surrounding the merger and disruption of management’s attention due to the merger; (v) the outcome of any legal proceedings related to the merger; (vi) Progenics or Lantheus may be adversely affected by other economic, business, and/or competitive factors, including the ongoing COVID-19 pandemic; (vii) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement; (viii) risks that the merger disrupts current plans and operations and the potential difficulties in employee retention as a result of the merger; (ix) risks that the anticipated benefits of the merger or other commercial opportunities may otherwise not be fully realized or may take longer to realize than expected; (x) the impact of legislative, regulatory, competitive and technological changes; (xi) expectations for future clinical trials, the timing and potential outcomes of clinical studies and interactions with regulatory authorities; and (xiii) other risks to the consummation of the merger, including the risk that the merger will not be consummated within the expected time period or at all. Additional factors that may affect the future results of Progenics and Lantheus are set forth in their respective filings with the SEC, including each of Progenics’ and Lantheus’ most recently filed Annual Report on Form 10-K, subsequent Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other filings with the SEC, which are available on the SEC’s website at www.sec.gov. Readers are urged to consider these factors carefully in evaluating these forward-looking statements, and not to place undue reliance on any forward-looking statements. Readers should also carefully review the risk factors described in other documents that Progenics and Lantheus file from time to time with the SEC. The forward-looking statements in this document speak only as of the date of these materials. Except as required by law, Progenics and Lantheus assume no obligation to update or revise these forward-looking statements for any reason, even if new information becomes available in the future.

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