

MERRIMACK PHARMACEUTICALS INC
Form SC 13G
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Merrimack pharmaceuticals INC.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

590328209
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 590328209

(1) Names of Reporting
Persons

Newtyn
Management,
LLC

(2) Check the
Appropriate Box (a)
if a Member of a ☐
Group

(b)
☐

(3) SEC Use Only

(4) Citizenship or Place of
Organization

New York

Number of Shares

Beneficially Owned by
Each Reporting Person

With:

(5) Sole

Voting 888,620*

Power:

(6) Shared

Voting 0

Power:

(7) Sole

Dispositive 888,620*

Power:

(8) Shared

Dispositive 0

Power:

(9) Aggregate Amount

Beneficially Owned by
Each Reporting Person

888,620*

(10) Check if the
Aggregate Amount in Row
(9) Excludes Certain Shares
(See Instructions):

☐

(11) Percent of Class
Represented by Amount in
Row (9)

6.7%*

(12) Type of Reporting
Person (See Instructions)
IA

* Beneficial ownership percentage is based upon 13,342,784 shares of Common Stock, \$0.01 par value per share (“Common Stock”), of Merrimack Pharmaceuticals, Inc., a Delaware corporation (the “Company”), issued and outstanding as of November 1, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 7, 2018. Newtyn Management, LLC (the “Reporting Person”) is the investment manager to Newtyn Partners, LP (“NP”) and Newtyn TE Partners, LP (“NTE”). As of December 31, 2018, NP held 502,070 shares of Common Stock and NTE held 386,550 shares of Common Stock.

The Reporting Person, as the investment manager to NP and NTE, possesses the sole power to direct the vote and the sole power to direct the disposition of the 888,620 shares of Common Stock held in the aggregate by NP and NTE. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, the Reporting Person may be deemed to beneficially own 888,620 shares of Common Stock, or 6.7% of the shares of Common Stock deemed to be issued and outstanding as of December 31, 2018.

Item 1(a). Name Of Issuer. Merrimack Pharmaceuticals, Inc. (the “Company”)

Item 1(b). Address of Issuer’s Principal Executive Offices.

One Kendall Square, Suite B7201

Cambridge, MA

Item 2(a). Name of Person Filing.

This report on Schedule 13G (this “Schedule 13G”) is being filed by Newtyn Management, LLC, a New York limited liability company and the investment manager to (a) Newtyn Partners, LP (“NP”), which is the holder of 502,070 shares of Common Stock, \$0.01 par value per share (“Common Stock”), of the Company reported on this Schedule 13G, and (b) Newtyn TE Partners, LP (“NTE”), which is the holder of 386,550 shares of Common Stock of the Company reported on this Schedule 13G.

The 888,620 shares of Common Stock held in the aggregate by NP and NTE, which constitutes 6.7% of the shares of Common Stock deemed to be issued and outstanding as of December 31, 2018, may be deemed to be beneficially owned indirectly by Newtyn Management, LLC, as the investment manager to NP and NTE.

Item 2(b). Address of Principal Business Office or, if None, Residence.

The address for the Reporting Person is 405 Park Avenue, Suite 1104, New York, New York 10022.

Item 2(c). Citizenship.

Newtyn Management, LLC is organized under the laws of the State of New York.

Item 2(d). Title of Class of Securities.

Common Stock, \$0.01 par value per share.

Item 2(e). CUSIP No.

590328209

**Item 3. If This
Statement Is Filed
Pursuant to Section
240.13d-1(b) or
240.13d-2(b) or (c),
check whether the
Person Filing is a:**

Not Applicable.

Item 4. Ownership.

(a)	Amount Beneficially Owned:	888,620*
(b)	Percent of Class:	6.7%*
(c)	Number of Shares as to which such person has:	
(i)	Sole power to vote or to direct the vote:	888,620*
(ii)	Shared power to vote or to direct the vote:	0
(iii)	Sole power to dispose or to direct the disposition of:	888,620*
(iv)	Shared power to dispose or to direct the disposition of:	0

* This Schedule 13G is being filed by Newtyn Management, LLC, a New York limited liability company and the investment manager to (a) NP, which is the holder of 502,070 shares of Common Stock of the Company reported on this Schedule 13G, and (b) NTE, which is the holder of 386,550 shares of Common Stock of the Company reported on this Schedule 13G.

The 888,620 shares of Common Stock held in the aggregate by NP and NTE, which constitutes 6.7% of the shares of Common Stock deemed to be issued and outstanding as of December 31, 2018, may deemed to be beneficially owned indirectly by Newtyn Management, LLC, as the investment manager to NP and NTE.

The foregoing beneficial ownership percentage is based upon information reported by the Company in its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018, filed with the Securities and Exchange Commission on November 7, 2018.

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: ☐

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2019

**NEWTYN MANAGEMENT,
LLC**

By: /s/ Eugene Dozortsev

Name: Eugene Dozortsev

Title: Authorized Signatory

Attention: Intentional misstatements or omissions of fact constitute

Federal criminal violations (See 18 U.S.C. 1001)