

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): November 30, 2022

Rocket Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-36829
(Commission File Number)

04-3475813
(IRS Employer Identification No.)

9 Cedarbrook Drive, Cranbury, NJ
(Address of principal executive offices)

08512
(Zip Code)

Registrant's telephone number, including area code: (646) 440-9100

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):

- 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
Common stock, \$0.01 par value	RCKT	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.

INTRODUCTORY NOTE

As previously announced on September 20, 2022, Rocket Pharmaceuticals, Inc., a Delaware corporation (“Rocket” or “Parent”), entered into an Agreement and Plan of Merger (the “Merger Agreement”), dated September 19, 2022, with Renovacor, Inc., a Delaware corporation (“Renovacor” or the “Company”), Zebrafish Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Parent (“Merger Sub I”), Zebrafish Merger Sub, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of Parent (“Merger Sub II” and together with Merger Sub I, the “Merger Subs”). On December 1, 2022, pursuant to the terms of the Merger Agreement, (i) Merger Sub I merged with and into the Company (the “First Merger”) and (ii) the Company, as the surviving company of the First Merger, merged with and into Merger Sub II (the “Second Merger” and together with the First Merger, the “Mergers”), with Merger Sub II surviving the Mergers.

Item 2.01 Completion of Acquisition or Disposition of Assets.

Subject to the terms and conditions of the Merger Agreement, at the closing of the Mergers, each share of the Company’s common stock, par value \$0.0001 per share (“Company Shares”) outstanding immediately prior to the effective time of the First Merger (the “First Effective Time”) were canceled and converted into the right to receive 0.1763 (the “Exchange Ratio”) fully paid and non-assessable shares of Parent common stock, \$0.01 par value per share (“Parent Shares”), which was determined on the basis of an exchange formula set forth in the Merger Agreement that was subject to adjustment depending on the level of the Company’s net cash at the closing (the “Closing”).

In addition, subject to the terms and conditions of the Merger Agreement:

- At the First Effective time, all Company Shares held by Parent or any Merger Sub immediately prior to the First Effective Time were canceled and retired and ceased to exist, and no consideration was delivered in exchange therefor;
 - Immediately prior to the First Effective Time, all Sponsor Earnout Shares (as defined in the Merger Agreement) vested in full and were released to Chardan Investments 2, LLC (formerly known as Chardan Investments III, LLC), a Delaware limited liability company (the “Sponsor”), in accordance with the terms of that certain Sponsor Support Agreement, dated as of March 22, 2021, by and among the Company (formerly known as Chardan Healthcare Acquisition 2 Corp.), the Sponsor and Renovacor Holdings, Inc. (formerly known as Renovacor, Inc.) (“Renovacor Holdings”) and, at the First Effective Time, were canceled and converted into the right to receive the Per Share Merger Consideration (as defined in the Merger Agreement);
 - Immediately prior to the First Effective Time, the Company issued a number of Company Shares comprising the maximum number of SPAC Merger Earnout Shares (as defined in the Merger Agreement) issuable in connection with and in accordance with that certain Agreement and Plan of Merger, dated as of March 22, 2021, by and among the Company (formerly known as Chardan Healthcare Acquisition 2 Corp.), CHAQ2 Merger Sub, Inc., a Delaware corporation, and Renovacor Holdings to certain persons entitled thereto (other than Company Shares issuable in settlement of outstanding Company Earnout RSUs (as defined in the Merger Agreement)) and, at the First Effective Time, all Company Shares issued pursuant to this paragraph were canceled and converted into the right to receive the Per Share Merger Consideration;
 - Immediately prior to the First Effective Time, the Company issued a number of Company Shares comprising the maximum number of SPAC Merger Earnout Shares issuable in settlement of Company Earnout RSUs and, at the First Effective Time, the Company Shares issuable pursuant to this paragraph were canceled and converted into the right to receive the Per Share Merger Consideration;
 - At the First Effective Time, each restricted stock unit award that was subject to time vesting (a “Company Time-Vesting RSU”) outstanding immediately prior to the First Effective Time was automatically, without any further action on the part of Parent, Merger Sub I, the Company or any holder thereof, vested in full and was canceled and converted into the right to receive a number of Parent Shares, rounded to the nearest whole number, equal to the number of Company Shares subject to such Company Time-Vesting RSU multiplied by the Exchange Ratio;
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- At the First Effective Time, each option to purchase Company Shares (a “Company Option”) outstanding immediately prior to the First Effective Time was automatically, without any action on the part of Parent, Merger Sub I, the Company or any holder thereof, converted into and thereafter evidenced an option to acquire a number of Parent Shares equal to the product of (A) the number of Company Shares subject to such Company Option as of immediately prior to the First Effective Time, multiplied by (B) the Exchange Ratio, rounded down to the nearest whole number of Parent Shares (after such conversion, an “Exchanged Option”), at an exercise price per Parent Share underlying such Exchanged Option equal to the quotient obtained by dividing (x) the per share exercise price of Company Options immediately prior to the First Effective Time by (y) the Exchange Ratio, rounded up to the nearest whole cent;
- At the First Effective Time, each public warrant to purchase Company Shares (a “Company Public Warrant”) outstanding and unexercised immediately prior to the First Effective Time was automatically, without any action on the part of Parent, Merger Sub I, the Company or any holder thereof, converted into and thereafter evidenced a warrant to purchase a number of Parent Shares, rounded down to the nearest whole share, equal to the product of (A) the number of Company Shares subject to such Company Public Warrant as of immediately prior to the First Effective Time, multiplied by (B) the Exchange Ratio (after such conversion, an “Exchanged Warrant”), at an exercise price per Parent Share underlying such Exchanged Warrant equal to the quotient obtained by dividing (x) the per share exercise price applicable to such Company Public Warrant immediately prior to the First Effective Time by (y) the Exchange Ratio, rounded up to the nearest whole cent;
- At the First Effective Time, each private warrant to purchase Company Shares (a “Company Private Warrant”) outstanding and unexercised immediately prior to the First Effective Time was automatically, without any action on the part of Parent, Merger Sub I, the Company or any holder thereof, converted into and thereafter evidenced an Exchanged Warrant entitling the holder thereof to purchase a number of Parent Shares, rounded down to the nearest whole share, equal to the product of (A) the number of Company Shares subject to such Company Private Warrant as of immediately prior to the First Effective Time, multiplied by (B) the Exchange Ratio, at an exercise price per Parent Share underlying such Exchanged Warrant equal to the quotient obtained by dividing (x) the per share exercise price applicable to such Company Private Warrant immediately prior to the First Effective Time by (y) the Exchange Ratio, rounded up to the nearest whole cent; and
- At the First Effective Time, each pre-funded warrant to purchase Company Shares (a “Company Pre-Funded Warrant”) outstanding and unexercised immediately prior to the First Effective Time was automatically, without any action on the part of Parent, Merger Sub I, the Company or any holder thereof, converted into and thereafter evidenced an Exchanged Warrant entitling the holder thereof to purchase a number of Parent Shares, rounded down to the nearest whole share, equal to the product of (A) the number of Company Shares subject to such Company Pre-Funded Warrant as of immediately prior to the First Effective Time, multiplied by (B) the Exchange Ratio, at an exercise price per Parent Share underlying such Exchanged Warrant equal to the quotient obtained by dividing (x) the per share exercise price applicable to such Company Pre-Funded Warrant immediately prior to the First Effective Time by (y) the Exchange Ratio, rounded up to the nearest whole cent.

The foregoing description of the Merger Agreement and the Mergers does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, a copy of which was filed as Exhibit 2.1 to the Current Report on Form 8-K Rocket filed with the Securities and Exchange Commission (“SEC”) on September 20, 2022 and is incorporated by reference herein.

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

On November 30, 2022, Rocket held a virtual special meeting of its stockholders (the “Special Meeting”). Rocket’s stockholders voted on the Rocket share issuance proposal at the Special Meeting, which is described in more detail in the definitive joint proxy statement/prospectus filed by Rocket with the U.S. Securities and Exchange Commission on October 31, 2022.

Only holders of record of Parent Shares as of the close of business on October 24, 2022 (the “Record Date”) were entitled to notice of and to vote at the Special Meeting. At the close of business on the Record Date, there were 75,684,423 Parent Shares entitled to vote at the Special Meeting. Present at the Special Meeting or by proxy were holders of 59,016,895 Parent Shares, representing 77.97% of the outstanding Parent Shares eligible to vote at the Special Meeting, and constituting a quorum. The final results with respect to such proposal are set forth below.

Rocket Share Issuance Proposal. To vote to approve the issuance of Parent Shares to security holders of Renovacor, as contemplated by the Merger Agreement pursuant to Nasdaq Rule 5635(a)(2) (the “Rocket Share Issuance Proposal”).

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstentions</u>
58,919,928	45,017	51,950

Stockholder action on a second proposal to vote to approve the adjournment or postponement of the Special Meeting to another time and place to solicit additional proxies, if necessary or appropriate, if there were insufficient votes to approve the Rocket Share Issuance Proposal, was not required in light of the adoption of the Rocket Share Issuance Proposal and no vote was taken on that proposal.

Item 8.01 Other Events.

On December 1, 2022, Rocket issued a press release announcing the consummation of the Mergers. A copy of the press release is attached as Exhibit 99.1 hereto and is hereby incorporated into this report by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
2.1*	Agreement and Plan of Merger, dated September 19, 2022, by and among Parent, the Company, Merger Sub I and Merger Sub II (incorporated herein by reference to Exhibit 2.1 to Rocket Pharmaceuticals, Inc.’s Current Report on Form 8-K filed with the SEC on September 20, 2022).
99.1	Press Release of Parent, dated December 1, 2022.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.

SIGNATURES

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 hereunto duly authorized.

Date: December 1, 2022

Rocket Pharmaceuticals, Inc.

By: /s/ Gaurav Shah

Name: Gaurav Shah, MD

Title: Chief Executive Officer and Director



Rocket Pharmaceuticals Completes Acquisition of Renovacor

Acquisition further extends Rocket's leadership in AAV-based cardiac gene therapy and expands focus and capabilities to BAG3-associated dilated cardiomyopathy

CRANBURY, N.J. – December 1, 2022 – Rocket Pharmaceuticals, Inc. (NASDAQ: RCKT), a leading late-stage biotechnology company advancing an integrated and sustainable pipeline of genetic therapies for rare childhood disorders with high unmet need, today announces that it has completed the previously announced acquisition of Renovacor, Inc. (NYSE: RCOR), a biotechnology company focused on delivering innovative precision therapies to improve the lives of patients and families battling genetically-driven cardiovascular and mechanistically-related diseases. Under the terms of the merger agreement entered into on September 19, 2022, Renovacor shareholders received, for each share of Renovacor common stock, 0.1763 shares of Rocket common stock.

The acquisition provides Rocket with Renovacor's most advanced program, REN-001, an AAV-based gene therapy targeting BAG3-associated dilated cardiomyopathy (DCM), a severe form of heart failure. BAG3-DCM represents a significant unmet medical need in a patient population with rapidly progressive cardiac dysfunction in whom no treatments targeting the underlying mechanism of disease exist. Additionally, Rocket gains access to world-class scientific collaborators, a robust intellectual property portfolio and personnel with expertise in BAG3-DCM. These assets and capabilities altogether further extend Rocket's leadership position in AAV-based cardiac gene therapy and help advance the Company's goal of pursuing gene therapy cures for patients living with rare and devastating diseases.

Prior to market opening today, December 1, 2022, Renovacor shares ceased to trade on NYSE. Rocket's common stock will continue to trade on Nasdaq under the ticker symbol RCKT.

About Rocket Pharmaceuticals, Inc.

Rocket Pharmaceuticals, Inc. (NASDAQ: RCKT) is advancing an integrated and sustainable pipeline of investigational genetic therapies designed to correct the root cause of complex and rare childhood disorders. The Company's platform-agnostic approach enables it to design the best therapy for each indication, creating potentially transformative options for patients afflicted with rare genetic diseases. Rocket's clinical programs using lentiviral vector (LVV)-based gene therapy are for the treatment of Fanconi Anemia (FA), a difficult to treat genetic disease that leads to bone marrow failure and potentially cancer, Leukocyte Adhesion Deficiency-I (LAD-I), a severe pediatric genetic disorder that causes recurrent and life-threatening infections which are frequently fatal, and Pyruvate Kinase Deficiency (PKD), a rare, monogenic red blood cell disorder resulting in increased red cell destruction and mild to life-threatening anemia. Rocket's first clinical program using adeno-associated virus (AAV)-based gene therapy is for Danon Disease, a devastating, pediatric heart failure condition. Rocket also has a preclinical AAV-based gene therapy program in BAG3-associated dilated cardiomyopathy. For more information about Rocket, please visit www.rocketpharma.com.



Cautionary Statement Regarding Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements contained in this communication that do not relate to matters of historical fact should be considered forward-looking statements, including statements regarding the anticipated closing of and synergies related to the transaction, expectations concerning market position, future operations and other financial and operating information.

These forward-looking statements are only predictions and involve known and unknown risks and uncertainties, many of which are beyond Rocket's and Renovacor's control. Statements in this press release that are forward-looking, including the expected benefits of Rocket's acquisition of Renovacor, are based on management's current estimates, assumptions and projections, and are subject to significant uncertainties and other factors, many of which are beyond Rocket's and Renovacor's control. These factors include, among other things, general economic and business conditions; changes in global, political, economic, business, competitive, market and regulatory forces; judicial decisions; changes in tax laws, regulations, rates and policies; future business acquisitions or disposals; litigation and the ability of the combined company to protect its intellectual property rights; and the timing and occurrence (or non-occurrence) of other events or circumstances that may be beyond Rocket's and Renovacor's control. Additional information concerning these risks, uncertainties and assumptions can be found in Rocket's and Renovacor's respective filings with the SEC, including the risk factors discussed in Rocket's most recent Annual Report on Form 10-K, as updated by its Quarterly Reports on Form 10-Q, in Renovacor's most recent Annual Report on Form 10-K, as updated by its Quarterly Reports on Form 10-Q, and in Rocket's future filings with the SEC. Important risk factors could cause actual future results and other future events to differ materially from those currently estimated by management, including, but not limited to, the risks that: Rocket is unable to achieve the synergies and value creation contemplated by the acquisition; Rocket is unable to promptly and effectively integrate Renovacor's businesses, including retention of key personnel; Rocket management's time and attention is diverted on transaction related issues; disruption from the transaction makes it more difficult to maintain business, contractual and operational relationships; or adverse developments or outcomes of legal proceedings that are pending or instituted against Renovacor, Rocket or the combined company. No assurances can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do occur, what impact they will have on the results of operations, financial condition or cash flows of Renovacor or Rocket. Should any risks and uncertainties develop into actual events, these developments could have a material adverse effect on Rocket's ability to realize the expected benefits from the acquisition. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and neither Renovacor nor Rocket assumes any obligation and does not intend to update or revise these forward-looking statements, whether as a result of new information, future events, or otherwise. Neither Renovacor nor Rocket gives any assurance that it will achieve its expectations.

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