

**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): July 2, 2021

PHATHOM PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-39094
(Commission
File Number)

82-4151574
(I.R.S. Employer
Identification No.)

100 Campus Drive, Suite 102
Florham Park, New Jersey 07932
(Address of principal executive offices) (Zip Code)

(877) 742-8466
(Registrant's telephone number, include area code)

N/A
(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:

- 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, par value \$0.0001 per share	PHAT	The Nasdaq Global Select 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 1.01 Entry into a Material Definitive Agreement.

On July 2, 2021, Phathom Pharmaceuticals, Inc. (the “Company”) entered into a Commercial Supply Agreement (the “Supply Agreement”) with Catalent Pharma Solutions, LLC (“Catalent”), pursuant to which Catalent has agreed to supply to the Company commercial quantities of vonoprazan fumarate tablets (“Finished Tablets”).

Pursuant to the Supply Agreement, Catalent has agreed to supply the Company with, and the Company has agreed to purchase from Catalent, Finished Tablets at an agreed upon price per unit. The price per unit may be adjusted annually based on increases in costs incurred by Catalent. The Supply Agreement requires the Company to purchase a specified percentage of its requirements of Finished Tablets from Catalent, which percentage is subject to adjustment following the third (3rd) anniversary of the first day of the calendar quarter during which Catalent is scheduled to deliver to the Company the initial Finished Tablets intended for commercial sale, excluding validation batches (the “Commencement Date”).

Unless terminated earlier, the term of the Supply Agreement extends for a period of five (5) years from the Commencement Date (the “Initial Term”). The Supply Agreement will extend automatically for additional two (2) year periods unless terminated by either party upon at least twenty four (24) months prior written notice. The Supply Agreement may also be terminated at any time upon written notice by either party if the other party has failed to remedy a material breach of the terms of the Supply Agreement within a specified period following receipt of written notice of such breach.

The Supply Agreement also includes customary provisions relating to, among others, forecasts, delivery and payments, handling and transport, intellectual property, confidentiality, warranties and indemnification. The foregoing description of the Supply Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Supply Agreement, which will be filed as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2021. The Company intends to redact certain portions of the Supply Agreement for confidentiality purposes.

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.

PHATHOM PHARMACEUTICALS, INC.

Date: July 8, 2021

By: /s/ Larry Miller

Larry Miller

General Counsel and Secretary