
**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**

**August 9, 2018
Date of Report (Date of earliest event reported)**

ATYR PHARMA, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37378
(Commission
File Number)

20-3435077
(IRS Employer
Identification No.)

**3545 John Hopkins Court, Suite #250
San Diego, California 92121**

(Address of principal executive offices, including zip code)

(858) 731-8389

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))
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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 2.02 Results of Operations and Financial Condition.

On August 14, 2017, aTyr Pharma, Inc. (the “Company”) announced financial results for the quarter ended June 30, 2018 in the earnings release attached hereto as Exhibit 99.1.

The information under this Item 2.02, including Exhibit 99.1 hereto is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the “Securities Act”) or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 9, 2018, the Company received a letter (the “Notice”) from The Nasdaq Stock Market (“Nasdaq”) advising the Company that for 30 consecutive trading days preceding the date of the Notice, the bid price of the Company’s common stock had closed below the \$1.00 per share minimum required for continued listing on The Nasdaq Global Market pursuant to Nasdaq Listing Rule 5450(a)(1) (the “Minimum Bid Price Requirement”). The Notice has no effect on the listing of the Company’s common stock at this time, and the Company’s common stock continues to trade on The Nasdaq Global Market under the symbol “LIFE.”

Under Nasdaq Listing Rule 5810(c)(3)(A), if during the 180 calendar day period following the date of the Notice, which for the Company is until February 5, 2019 (the “Compliance Period”), the closing bid price of the Company’s common stock is at or above \$1.00 for a minimum of 10 consecutive business days, the Company will regain compliance with the Minimum Bid Price Requirement and its common stock will continue to be eligible for listing on The Nasdaq Global Market, absent noncompliance with any other requirement for continued listing.

If the Company does not regain compliance with the Minimum Bid Price Requirement by the end of the Compliance Period, under Nasdaq Listing Rule 5810(c)(3)(A)(ii) if on the last day of the Compliance Period the Company is in compliance with the market value of publicly held shares requirement for continued listing as well as all other standards for initial listing of its common stock on The Nasdaq Capital Market (other than the bid price requirement), the Company may apply to transfer the listing of its common stock to The Nasdaq Capital Market if the Company also provides notice to Nasdaq of its intention to cure the deficiency during a second compliance period (including by effecting a reverse stock split if necessary), at which point Nasdaq may grant the Company an additional 180-day period to regain compliance with the Minimum Bid Price Requirement. If it appears to Nasdaq that the Company will not be able to cure the deficiency or the Company is otherwise not eligible, however, Nasdaq would notify the Company that its securities would be subject to delisting.

The Company intends to monitor the closing bid price of its common stock and may, if appropriate, consider implementing available options to regain compliance with the Minimum Bid Price Requirement, including seeking to transfer to the Nasdaq Capital Market and thereby qualify for another 180-day compliance period if the Company is unable to regain compliance by February 5, 2019. The Company cannot provide any assurances, however, that it will be able to regain compliance, even if it transfers to the Nasdaq Capital Market for the additional 180-day compliance period.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Earnings Press Release of aTyr Pharma, Inc. dated August 14, 2018.](#)

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.

ATYR PHARMA, INC.

By: /s/ Sanjay S. Shukla
Sanjay S. Shukla, M.D., M.S.
President and Chief Executive Officer

Date: August 14, 2018

IMMEDIATE RELEASE**Contact:****Mark Johnson**

Sr. Director, Investor Relations

mjohnson@atyrpharma.com

858-223-1163

aTyr Pharma Announces Second Quarter 2018 Operating Results and Provides Corporate Update*Conference Call Today at 5:00 p.m. ET / 2:00 p.m. PT –*

SAN DIEGO – August 14, 2018 – aTyr Pharma, Inc. (Nasdaq: LIFE), a biotherapeutics company engaged in the discovery and development of innovative medicines based on novel immunological pathways, today announced operating results for the second quarter ended June 30, 2018.

“We have made important advancements in the development of our lead product candidate, ATYR1923, during the recent months,” said Sanjay Shukla, M.D., M.S., President and CEO of aTyr. “We have completed our Phase 1 clinical trial for ATYR1923 and are poised to initiate a clinical trial by the end of this year in patients with interstitial lung disease. Our research activities have substantially increased our translational knowledge and furthered our understanding of neuropilin-2 as a target to accelerate the clinical development of ATYR1923.”

Clinical Highlights & Upcoming Milestones

- In June 2018, aTyr announced results of its Phase 1, randomized, double-blind, placebo-controlled study evaluating the safety, tolerability, immunogenicity and pharmacokinetics (PK) of intravenous ATYR1923 in 36 healthy volunteers.
 - ATYR1923 was generally well-tolerated with no significant adverse events and its PK profile supports the potential for a once-monthly dosing regimen.
- In the fourth quarter of 2018, aTyr plans to initiate a Phase 1b/2a multiple-ascending dose, placebo-controlled, first-in-patient study with ATYR1923 for the treatment of patients with immune-mediated interstitial lung disease.
 - The study will be designed to evaluate safety, tolerability, and immunogenicity of multiple doses of ATYR1923 and to evaluate several established functional pulmonary endpoints, imaging endpoints, patient reported outcome measures and potential biomarkers.

Research Highlights

- In May 2018, aTyr presented a mechanistic update on the Resokine pathway at the American Academy of Immunology Annual Meeting in Austin, TX.
 - *Identification of a T cell Immunomodulatory Domain in Histidyl-tRNA Synthetase.*
- In May 2018, aTyr presented preclinical data in a lung injury model demonstrating that ATYR1923 improves lung function and reduces inflammation in rats after bleomycin induced lung injury at the 2018 American Thoracic Society Annual Meeting in San Diego, CA.

- o *Preclinical Characterization of ATYR1923 (iMod.Fc), an Immune-Modulatory Therapeutic with Potentially Broad Application in Interstitial Lung Diseases.*
- In July 2018, aTyr presented positive lung and skin findings with ATYR1923 in a translational animal model at the Scleroderma Foundation National Patient Education Conference in Philadelphia, PA.
 - o *ATYR1923 Ameliorates Dermal and Pulmonary Fibrosis in a Murine Model of Sclerodermatous Chronic Graft vs. Host Disease.*
- In July 2018, the publication titled “*Bi-allelic Mutations in the Phe-tRNA Synthetase Associated with Multi-system Pulmonary Disease Supports Non-Translation Function*” was published in the American Journal of Human Genetics.
 - o This was a collaborative effort between aTyr, The Scripps Research Institute, Hong Kong University of Science and Technology, Pangu Biopharma and Columbia University among others.
- In August 2018, the publication titled “*Tyrosyl-tRNA Synthetase Stimulates Thrombopoietin-Independent Hematopoiesis Accelerating Recovery from Thrombocytopenia*” was published in the Proceedings of the National Academy of Sciences.
 - o This research was supported in part by aTyr in collaboration with The Scripps Research Institute and Kyoto University among others.

Corporate Highlights

- In July 2018, aTyr appointed Jill Broadfoot as Chief Financial Officer.

Second Quarter 2018 Financial Results and Cash Position

Research and development expenses were \$6.5 million and \$8.4 million for the three months ended June 30, 2018 and 2017, respectively. The decrease of \$1.9 million was due primarily to a \$1.7 million decrease related to lower product manufacturing costs and a \$1.0 million decrease related to the completion of clinical studies related to, ATYR1940, partially offset by a \$0.3 million increase related to ATYR1923 clinical studies. Research and development expenses for the three months ended June 30, 2018 included \$0.6 million of employee severance and other termination benefits and \$0.3 million of non-cash stock-based compensation related to the restructuring plan announced in May 2018 (the “Restructuring Plan”).

General and administrative expenses were \$3.5 million for both the three months ended June 30, 2018 and 2017. General and administrative expenses for the three months ended June 30, 2018 included \$0.3 million of employee severance and other termination benefits and \$0.1 million of non-cash stock-based compensation related to the Restructuring Plan.

Year-to-Date 2018 Financial Results

Research and development expenses were \$12.6 million and \$17.6 million for the six months ended June 30, 2018 and 2017, respectively. The decrease of \$5.0 million was due primarily to a \$2.9 million decrease related to the completion of clinical studies related to ATYR1940, and a \$2.3 million decrease related to lower product manufacturing costs, partially offset by a \$0.7 million increase related to ATYR1923 clinical studies. Research and development expenses for the six months ended June 30, 2018 included \$0.6 million of employee severance and other termination benefits and \$0.3 million of non-cash stock-based compensation related to the Restructuring Plan.

General and administrative expenses were \$7.5 million for both the six months ended June 30, 2018 and 2017. General and administrative expenses for the six months ended June 30, 2018 included \$0.3 million of employee severance and other termination benefits and \$0.1 million of non-cash stock-based compensation related to the Restructuring Plan.

As of June 30, 2018, aTyr had \$64.3 million in cash, cash equivalents and investments and 41.3 million shares of common stock outstanding on an if-converted basis (includes 29.9 million shares of common stock and 11.4 million shares of common stock if converted from Class X Preferred stock).

Conference Call and Webcast Details

aTyr Pharma will host a conference call and webcast today at 5:00 p.m. Eastern Time / 2:00 p.m. Pacific Time to discuss the results and the recent announcements. Interested parties may access the call by dialing toll-free (844) 358-9116 from the US, or (209) 905-5951 internationally and using conference ID 4039179. Links to a live audio webcast and replay may be accessed on the aTyr website events page at: <http://investors.atyrpharma.com/events-and-webcasts>. An audio replay will be available for at least 90 days following the event.

About ATYR1923

aTyr scientists successfully engineered the first fusion protein with a Resokine protein, ATYR1923, designed to enhance the immunomodulatory properties *in vivo*. aTyr is developing ATYR1923 as a potential therapeutic for patients with immune-mediated interstitial lung diseases. aTyr announced data from a first-in-human Phase 1 clinical trial of ATYR1923 in June 2018. This randomized, double-blind, placebo-controlled study investigated the safety, tolerability, immunogenicity, and pharmacokinetics (PK) of intravenous ATYR1923 in 36 healthy volunteers. The results indicate that the drug was generally well-tolerated at all dose levels tested, with no significant adverse events and the observed PK profile supports the potential for a once-monthly dosing regimen. aTyr expects to initiate a multi-ascending dose, placebo-controlled Phase 1b/2a study in patients with interstitial lung disease in the fourth quarter of 2018.

About the Resokine Pathway

The Resokine pathway is comprised of extracellular proteins derived from the histidyl tRNA synthetase (HARS) gene family. The gene for HARS gives rise to a number of splice variants, many of which have lost their catalytic activity, but which retain the N-terminal domain of 59 amino acids. This domain was appended to HARS during evolution of multicellular organisms and is not essential for protein synthetic activity but is retained with high homology across mammalian species. Proteins derived from the HARS gene, both full-length and splice variants, are present in human circulation and appear to play a role in modulating immune responses. We refer to the extracellular HARS proteins as Resokine, to differentiate them from the intracellular enzyme involved in protein synthesis.

About aTyr

aTyr is a biotherapeutics company engaged in the discovery and development of innovative medicines based on novel immunological pathways. aTyr's research and development efforts are concentrated on a newly discovered area of biology, the extracellular functionality of tRNA synthetases. aTyr has built a global intellectual property estate directed to a potential pipeline of protein compositions derived from 20 tRNA synthetase genes. aTyr is focused on the therapeutic translation of the Resokine pathway, comprised of extracellular proteins derived from the histidyl tRNA synthetase gene family. ATYR1923 is a clinical-stage product candidate, based on the Resokine pathway, which binds to the neuropilin-2

receptor and is designed to down-regulate immune engagement in interstitial lung diseases and other immune-mediated diseases. For more information, please visit <http://www.atyrpharma.com>.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Litigation Reform Act. Forward-looking statements 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 such safe harbor provisions for forward-looking statements and are making this statement for purposes of complying with those safe harbor provisions. These forward-looking statements, including statements regarding the potential therapeutic benefits and applications of our product candidates; our ability to successfully advance our pipeline or product candidates, undertake certain development activities (such as the initiation of clinical trials, clinical trial enrollment, the conduct of clinical trials and the announcement of top-line results) and accomplish certain development goals, and the timing of such events; the anticipated benefits and cost-savings relating to the corporate restructuring; and the scope and strength of our intellectual property portfolio. These forward-looking statements also 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 these 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 these forward-looking statements and will be affected by a variety of risks and factors that are beyond our control including, without limitation, risks associated with the discovery, development and regulation of our product candidates, the risk that we may cease or delay preclinical or clinical development activities for any of our existing or future product candidates for a variety of reasons (including difficulties or delays in patient enrollment in planned clinical trials), and the risk that we may not be able to raise the additional funding required for our business and product development plans, as well as those risks set forth in our most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and in our other SEC filings. Except as required by law, we assume no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

ATYR PHARMA INC.
Condensed Consolidated Statements of Operations
(unaudited, in thousands, except share and per share data)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2018	2017	2018	2017
Operating expenses:				
Research and development	\$ 6,484	\$ 8,420	\$ 12,634	\$ 17,624
General and administrative	3,476	3,487	7,546	7,494
Total operating expenses	9,960	11,907	20,180	25,118
Loss from operations	(9,960)	(11,907)	(20,180)	(25,118)
Total other expense, net	(452)	(231)	(899)	(425)
Net loss	<u>\$ (10,412)</u>	<u>\$ (12,138)</u>	<u>\$ (21,079)</u>	<u>\$ (25,543)</u>
Net loss per share attributable to common stock holders, basic and diluted	\$ (0.35)	\$ (0.51)	\$ (0.71)	\$ (1.07)
Weighted average common stock shares outstanding, basic and diluted	<u>29,842,721</u>	<u>23,810,112</u>	<u>29,819,224</u>	<u>23,774,736</u>

ATYR PHARMA INC.
Condensed Consolidated Balance Sheets
(in thousands)

	June 30, 2018 (unaudited)	December 31, 2017
Cash, cash equivalents and available-for-sale investments	\$ 64,329	\$ 85,119
Other assets	1,758	1,956
Property and equipment, net	2,221	2,280
Total assets	<u>\$ 68,308</u>	<u>\$ 89,355</u>
Accounts payable and accrued expenses	\$ 3,367	\$ 5,379
Current portion of long-term loans, net of debt issuance costs and discount	7,717	5,012
Term loans, net of current portion and debt issuance costs and discount	11,848	14,719
Stockholders' equity	45,376	64,245
Total liabilities and stockholders' equity	<u>\$ 68,308</u>	<u>\$ 89,355</u>