

MERRIMACK PHARMACEUTICALS INC

Form SC 13D/A

December 19, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 1)¹

Merrimack Pharmaceuticals, Inc.

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

590328209

(CUSIP Number)

Joseph F. Lawler, M.D., Ph.D.

JFL Capital Management LLC

2110 Ranch Road 620 S, #341732

Lakeway, Texas 78734

(512) 761-4500

STEVE WOLOSKY

RYAN NEBEL

OLSHAN FROME WOLOSKY LLP

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1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

December 17, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “.”

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

1 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 disclosures provided in a prior cover page.

The information required on 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*).

1

CUSIP NO. 590328209

1 NAME OF REPORTING PERSON

JFL Partners Fund LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER
SHARES BENEFICIALLY 471,875

OWNED BY 8 SHARED VOTING POWER
EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER

471,875
10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

471,875

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

3.5%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 590328209

1 NAME OF REPORTING PERSON

JFL Capital Management LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

TEXAS

| | | |
|---|----|--------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | 471,875 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 471,875 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

471,875

12

CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13

PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

3.5%

14

TYPE OF REPORTING
PERSON

PN

3

CUSIP NO. 590328209

| | |
|---------------------|--|
| 1 | NAME OF REPORTING PERSON |
| | JFL Capital Holdings LLC |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 3 | SEC USE ONLY |
| 4 | SOURCE OF FUNDS |
| | OO |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | DELAWARE |
| NUMBER OF | 7 SOLE VOTING POWER |
| SHARES BENEFICIALLY | 471,875 |
| OWNED BY | 8 SHARED VOTING POWER |
| EACH REPORTING | - 0 - |
| PERSON WITH | 9 SOLE DISPOSITIVE POWER |
| | 471,875 |
| | 10 SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

471,875

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

3.5%

14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 590328209

1 NAME OF REPORTING PERSON

JFL Capital Management LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

1,129,528

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

1,129,528

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,129,528

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

8.5%

14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 590328209

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Joseph F. Lawler | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) | |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | OO | |
| 5 | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | 1,129,528 |
| OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | - 0 - |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | 1,129,528 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,129,528

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

8.5%

14 TYPE OF REPORTING
PERSON

IN

CUSIP NO. 590328209

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (“Amendment No. 1”). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by JFL Partners and held in the JFL Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business). The aggregate purchase price of the 471,875 Shares beneficially owned by JFL Partners is approximately \$1,894,979, including brokerage commissions. The aggregate purchase price of the 657,653 Shares held in the JFL Account is approximately \$2,621,776, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a) and (c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 13,342,784 Shares outstanding as of November 1, 2018, which is the total number of Shares outstanding as reported in the Issuer’s quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 7, 2018.

As of the date hereof, JFL Partners directly beneficially owned 471,875 Shares, constituting approximately 3.5% of the Shares outstanding. JFL GP, as the general partner of JFL Partners, and JFL Holdings, as the general partner of JFL GP, may be deemed to beneficially own the 471,875 Shares owned by JFL Partners, constituting approximately 3.5% of the Shares outstanding.

As of the date hereof, 657,653 Shares were held in the JFL Account, constituting approximately 4.9% of the Shares outstanding.

JFL Capital Management, as the investment manager of JFL Partners and the JFL Account, may be deemed to beneficially own the 1,129,528 Shares owned in the aggregate by JFL Partners and held in the JFL Account, constituting approximately 8.5% of the Shares outstanding. Dr. Lawler, as the Managing Member of JFL Capital Management, may be deemed to beneficially own the 1,129,528 Shares owned in the aggregate by JFL Partners and held in the JFL Account, constituting approximately 8.5% of the Shares outstanding.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(c) Schedule A annexed hereto lists all transactions in securities of the Issuer by the Reporting Persons since the filing of the Schedule 13D. All of such transactions were effected in the open market.

CUSIP NO. 590328209

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 19, 2018

JFL PARTNERS FUND LP

JFL Capital Management
By: LP
General Partner

JFL Capital Holdings
By: LLC
General Partner

By: /s/ Joseph F. Lawler
Name: Joseph F. Lawler
Title: Managing Member

JFL CAPITAL
MANAGEMENT LP

JFL Capital Holdings
By: LLC
General Partner

By: /s/ Joseph F. Lawler
Name: Joseph F. Lawler
Title: Managing Member

JFL CAPITAL HOLDINGS
LLC

By: /s/ Joseph F. Lawler
Name: Joseph F. Lawler
Title: Managing Member

JFL CAPITAL
MANAGEMENT LLC

By: /s/ Joseph F. Lawler
Name: Joseph F. Lawler
Title: Managing Member

/s/ Joseph F. Lawler
JOSEPH F. LAWLER

8

CUSIP NO. 590328209

SCHEDULE A**Transactions in Securities of the Issuer Since the Filing of the Schedule 13D**

| <u>Nature of the Transaction</u> | <u>Securities</u> | <u>Price Per</u> | <u>Date of</u> |
|----------------------------------|-----------------------------------|----------------------|----------------|
| | <u>Purchased/(Sold) Share(\$)</u> | <u>Purchase/Sale</u> | |

JFL Partners Fund LP

| | | | |
|--------------------------|--------|--------|------------|
| Purchase of Common Stock | 1,567 | 4.2550 | 11/05/2018 |
| Purchase of Common Stock | 10,872 | 4.2600 | 11/05/2018 |
| Purchase of Common Stock | 983 | 4.2889 | 11/06/2018 |
| Sale of Common Stock | (300) | 4.8220 | 11/07/2018 |
| Purchase of Common Stock | 332 | 4.3356 | 11/09/2018 |
| Purchase of Common Stock | 3,774 | 4.3674 | 11/12/2018 |
| Purchase of Common Stock | 4,310 | 4.7084 | 11/13/2018 |
| Purchase of Common Stock | 3,561 | 4.5078 | 11/15/2018 |
| Purchase of Common Stock | 925 | 4.5800 | 11/16/2018 |
| Purchase of Common Stock | 296 | 4.4175 | 11/20/2018 |
| Purchase of Common Stock | 925 | 4.4966 | 11/21/2018 |
| Purchase of Common Stock | 925 | 4.4325 | 11/26/2018 |
| Purchase of Common Stock | 784 | 4.3600 | 11/29/2018 |
| Purchase of Common Stock | 3,700 | 4.5631 | 11/30/2018 |
| Purchase of Common Stock | 5,000 | 4.5694 | 12/03/2018 |
| Purchase of Common Stock | 2,500 | 4.6093 | 12/04/2018 |
| Purchase of Common Stock | 10,000 | 4.2500 | 12/06/2018 |
| Purchase of Common Stock | 2,500 | 4.2600 | 12/10/2018 |
| Purchase of Common Stock | 9,846 | 4.0487 | 12/13/2018 |
| Purchase of Common Stock | 2,500 | 4.0692 | 12/14/2018 |
| Purchase of Common Stock | 28,791 | 4.0774 | 12/17/2018 |
| Purchase of Common Stock | 8,250 | 4.0400 | 12/17/2018 |
| Purchase of Common Stock | 10,100 | 4.0592 | 12/18/2018 |
| Purchase of Common Stock | 14,000 | 4.1021 | 12/19/2018 |

JFL Capital Management LLC**(Through the JFL Account)**

| | | | |
|--------------------------|--------|--------|------------|
| Purchase of Common Stock | 2,702 | 4.2550 | 11/05/2018 |
| Purchase of Common Stock | 18,753 | 4.2600 | 11/05/2018 |

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| | | | |
|--------------------------|-------|--------|------------|
| Purchase of Common Stock | 1,694 | 4.2889 | 11/06/2018 |
| Sale of Common Stock | (515) | 4.8220 | 11/07/2018 |
| Purchase of Common Stock | 563 | 4.3356 | 11/09/2018 |
| Purchase of Common Stock | 6,426 | 4.3674 | 11/12/2018 |
| Purchase of Common Stock | 7,337 | 4.7084 | 11/13/2018 |
| Purchase of Common Stock | 6,062 | 4.5078 | 11/15/2018 |
| Purchase of Common Stock | 1,575 | 4.5800 | 11/16/2018 |
| Purchase of Common Stock | 504 | 4.4175 | 11/20/2018 |
| Purchase of Common Stock | 1,575 | 4.4966 | 11/21/2018 |
| Purchase of Common Stock | 1,575 | 4.4325 | 11/26/2018 |
| Purchase of Common Stock | 1,334 | 4.3600 | 11/29/2018 |
| Purchase of Common Stock | 6,300 | 4.5631 | 11/30/2018 |
| Purchase of Common Stock | 6,000 | 4.1021 | 12/19/2018 |