

**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): **June 30, 2021**

**Elanco Animal Health Incorporated**

(Exact name of registrant as specified in its charter)

**Indiana**  
(State or other jurisdiction  
of incorporation)

**001-38661**  
(Commission  
File Number)

**82-5497352**  
(I.R.S. Employer  
Identification No.)

**2500 Innovation Way  
Greenfield, Indiana**  
(Address of principal executive offices)

**46140**  
(Zip Code)

Registrant's telephone number, including area code: **(877) 352-6261**

**Not Applicable**

(Former Name or 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. below):

- 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, no par value	ELAN	New York Stock Exchange
5.00% Tangible Equity Units	ELAT	New York Stock Exchange

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.**

### **First Amendment to the Agreement and Plan of Merger**

On June 30, 2021, Elanco Animal Health Incorporated, an Indiana corporation (“Elanco”), Knight Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Elanco (“Merger Sub”), and Kindred Biosciences, Inc., a Delaware corporation (“KindredBio”), entered into the First Amendment (the “Merger Agreement Amendment”) to the Agreement and Plan of Merger, dated as of June 15, 2021, among Elanco, Merger Sub and KindredBio (the “Merger Agreement”). Upon the terms and subject to the conditions of the Merger Agreement, Elanco and KindredBio have agreed that Merger Sub will merge with and into KindredBio, with KindredBio surviving the merger as a wholly owned subsidiary of Elanco (the “Merger”). The Merger Agreement Amendment corrects a typographical error in the condition to closing the Merger related to the expiration or termination of the waiting period (and any extension thereof) under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended. Other than as expressly modified pursuant to the Merger Agreement Amendment, the Merger Agreement remains in full force and effect as originally executed on June 15, 2021.

### **Additional Information**

The foregoing description of the principal terms of the Merger Agreement Amendment is not complete and is qualified in its entirety by reference to the Merger Agreement Amendment, which is attached as Exhibit 2.1 to this report and incorporated herein by reference.

The Merger Agreement Amendment and the foregoing description have been included to provide investors and stockholders with information regarding the terms of the amendment. They are not intended to provide any other factual information about Elanco, Merger Sub or KindredBio, their respective businesses, or the actual conduct of their respective businesses during the period prior to the consummation of the Merger.

### **Important Information for Investors and Stockholders**

This communication does not constitute a solicitation of any vote or approval in connection with the proposed acquisition of Kindred Biosciences, Inc. (“KindredBio”) by Elanco Animal Health Incorporated (“Elanco” and such proposed acquisition, the “Merger”). KindredBio intends to file with the SEC and mail to its stockholders a definitive proxy statement in connection with the proposed Merger. **BEFORE MAKING ANY VOTING DECISION, KINDREDBIO’S STOCKHOLDERS ARE URGED TO READ CAREFULLY AND IN THEIR ENTIRETY THE PROXY STATEMENT (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS THAT ARE FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT KINDREDBIO AND THE PROPOSED MERGER.** The proposals for the Merger will be made solely through the proxy statement. Investors and stockholders may obtain copies of the proxy statement and other documents filed with the SEC by KindredBio (when they became available) free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov) or by accessing KindredBio’s website at [www.kindredbio.com](http://www.kindredbio.com). In addition, a copy of the proxy statement (when it becomes available) may be obtained free of charge from Investor Relations at Kindred Biosciences, Inc., 1555 Bayshore Highway, Suite 200, Burlingame, CA 94010. Copies of the documents filed with the SEC by Elanco (when they become available) may be obtained free of charge from the SEC’s website at [www.sec.gov](http://www.sec.gov) or by accessing Elanco’s website at [www.elanco.com](http://www.elanco.com).

### **Participants in the Merger Solicitation**

Elanco, KindredBio, and certain of their directors, executive officers and employees may be considered participants in the solicitation of proxies from KindredBio’s stockholders with respect to the proposed transactions. Information regarding the persons who may, under the SEC rules, be deemed participants in the solicitation of KindredBio’s stockholders in connection with the proposed Merger and a description of their direct and indirect interests therein, by security holdings or otherwise, will be set forth in the definitive proxy statement that KindredBio intends to file with the SEC when it becomes available. Information about Elanco’s directors and executive officers is set forth in Elanco’s definitive proxy statement for its 2021 Annual Meeting of Shareholders, which was filed with the SEC on March 25, 2021. Information about KindredBio’s directors and executive officers is set forth in KindredBio’s definitive proxy statement for its 2021 Annual Meeting of Stockholders, which was filed with the SEC on April 29, 2021. These documents may be obtained as indicated above.

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## Cautionary Statement Regarding Forward-Looking Statements

Statements included in this report that are not a description of historical facts are forward-looking statements. Words or phrases such as “believe,” “may,” “could,” “will,” “estimate,” “continue,” “anticipate,” “intend,” “seek,” “plan,” “expect,” “should,” “would” or similar expressions are intended to identify forward-looking statements, and are based on our current beliefs and expectations. These forward-looking statements include, without limitation, statements regarding the proposed acquisition of KindredBio, the expected timetable for completing the transaction, future financial and operating results, benefits and synergies of the transaction, future opportunities for the combined businesses and any other statements regarding events or developments that Elanco believes or anticipates will or may occur in the future. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. There are a number of important factors that could cause actual events to differ materially from those suggested or indicated by such forward-looking statements. These factors include risks and uncertainties related to, among other things: uncertainties as to the timing of the Merger; the possibility that competing acquisition proposals will be made; the inability to complete the Merger due to the failure to obtain KindredBio’s stockholder adoption of the Merger Agreement or the failure to satisfy other conditions to completion of the Merger, including required regulatory approvals; the failure of the transaction to close for any other reason; the effects of disruption caused by the transaction making it more difficult to maintain relationships with employees, collaborators, customers, vendors and other business partners; the risk that stockholder litigation in connection with the Merger may result in significant costs of defense, indemnification and liability; diversion of management’s attention from ongoing business concerns and other risks and uncertainties that may affect future results of the combined company, including the risks described in the section entitled “Risk Factors” in Elanco’s and KindredBio’s Annual Reports on Form 10-K for the year ended December 31, 2020 and Quarterly Reports on Form 10-Q for the quarter ended March 31, 2021. All forward-looking statements are qualified in their entirety by this cautionary statement and neither Elanco nor KindredBio undertake any obligation to revise or update this report to reflect events or circumstances after the date hereof, except as required by law.

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">2.1</a>	<a href="#">First Amendment to Agreement and Plan of Merger, dated as of June 30, 2021, by and among Elanco Animal Health Incorporated, Knight Merger Sub, Inc. and Kindred Biosciences, Inc.</a>
104.1	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Elanco Animal Health Incorporated

July 1, 2021

By: /s/ Todd Young

*Name:* Todd Young

*Title:* Executive Vice President and Chief Financial Officer

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**FIRST AMENDMENT TO AGREEMENT AND PLAN OF MERGER**

This First Amendment (this "Amendment") is made and entered into as of June 30, 2021, by and among Elanco Animal Health Incorporated, an Indiana corporation ("Parent"), Knight Merger Sub, Inc., a Delaware corporation and direct wholly-owned subsidiary of Parent ("Merger Sub"), and Kindred Biosciences, Inc., a Delaware corporation (the "Company" and, together with Parent and Merger Sub, the "Parties").

WHEREAS, the Parties have entered into an Agreement and Plan of Merger, dated as of June 15, 2021 (the "Agreement"). Capitalized terms not otherwise defined in this Amendment shall have the respective meanings set forth in the Agreement.

WHEREAS, the Parties desire to amend the Agreement to correct a typographical error.

NOW, THEREFORE, in consideration of the foregoing and the covenants and agreements contained in this Amendment, the Parties agree as follows:

1. Amendment to Section 8.1(c) of the Agreement. Section 8.1(c) of the Agreement is hereby amended to remove the word "not" and therefor to read in full as follows:

"(c) Antitrust Approval. Any waiting period (and extensions thereof) applicable to or in connection with the Transactions under the HSR Act shall have expired or been terminated."

2. Effectiveness. This Amendment shall be effective as of the date first written above following the execution of this Amendment by the Parties. Any reference in the Agreement to "this Agreement" shall hereafter be deemed to refer to the Agreement as amended by this Amendment, and any reference in the Company Disclosure Letter to "the Agreement" shall refer to the Agreement as amended by this Amendment, except that all references in the Agreement or the Company Disclosure Letter to "the date hereof" and "the date of this Agreement" shall refer to June 15, 2021.

3. Miscellaneous Terms. The provisions of Article 10 of the Agreement shall apply *mutatis mutandis* to this Amendment.

4. Full Force and Effect. Except as specifically amended herein, the Parties hereby acknowledge and agree that all of the terms and provisions set forth in the Agreement remain in full force and effect in all respects.

*(Remainder of Page Intentionally Left Blank)*

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IN WITNESS WHEREOF, Parent, Merger Sub and the Company have caused this Amendment to be executed as of the date first written above.

Elanco Animal Health Incorporated

By: /s/ Jeffrey N. Simmons

Name: Jeffrey N. Simmons

Title: President and Chief Executive Officer

Knight Merger Sub, Inc.

By: /s/ David Pugh

Name: David Pugh

Title: President and Treasurer

*[Signature Page to First Amendment to Merger Agreement]*

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Kindred Biosciences, Inc.

By: /s/ Richard Chin

Name: Richard Chin, M.D.

Title: Chief Executive Officer

*[Signature Page to First Amendment to Merger Agreement]*

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