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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

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Date of Report (Date of earliest event reported): **March 25, 2021**

**STRONGBRIDGE BIOPHARMA plc**

(Exact name of registrant as specified in its charter)

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

**001-37569**  
(Commission  
File Number)

**98-1275166**  
(I.R.S. Employer  
Identification No.)

**900 Northbrook Drive, Suite 200**  
**Trevose, PA**  
(Address of principal executive offices)

**19053**  
(Zip Code)

Registrant's telephone number, including area code: **(610) 254-9200**

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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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Ordinary shares, par value \$0.01 per share	SBBP	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.

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**Item 1.01. Entry Into a Material Definitive Agreement.**

On March 25, 2021, Strongbridge Biopharma plc (the “Company”) entered into an Open Market Sale Agreement<sup>SM</sup> (the “Sale Agreement”) with Jefferies LLC (“Jefferies”) with respect to an “at the market” offering program, under which the Company may, from time to time, in its sole discretion, issue and sell through Jefferies, acting as sales agent, up to \$50.0 million of the Company’s ordinary shares, par value \$0.01 per share (the “Shares”).

The issuance and sale, if any, of the Shares by the Company under the Sales Agreement is subject to the effectiveness of the Company’s registration statement on Form S-3 (File No. 333-254733) (the “Registration Statement”), filed with the Securities and Exchange Commission on March 25, 2021.

Pursuant to the Sale Agreement, Jefferies may sell the Shares by any method permitted by law deemed to be an “at the market” offering as defined in Rule 415(a)(4) of the Securities Act of 1933, as amended (the “Securities Act”). Jefferies will use commercially reasonable efforts consistent with its normal trading and sales practices to sell the Shares from time to time, based upon instructions from the Company (including any price or size limits or other customary parameters or conditions the Company may impose).

The Company will pay Jefferies a commission of up to 3.0% of the gross sales proceeds of any Shares sold through Jefferies under the Sales Agreement.

The Company is not obligated to sell any Shares under the Sale Agreement. The offering of the Shares pursuant to the Sale Agreement will terminate upon the earlier to occur of (i) the issuance and sale, through Jefferies, of all of the Shares subject to the Sales Agreement and (ii) termination of the Sale Agreement in accordance with its terms.

The Sale Agreement contains representations, warranties and covenants that are customary for transactions of this type. In addition, the Company has agreed to indemnify Jefferies against certain liabilities, including liabilities under the Securities Act and the Securities Exchange Act of 1934, as amended.

The foregoing description of the Sale Agreement is not complete and is qualified in its entirety by reference to the full text of the Sales Agreement, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation or sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

**Item 1.02. Termination of a Material Definitive Agreement.**

The Company previously entered into an Equity Distribution Agreement, dated April 28, 2017 (the “Equity Distribution Agreement”), with JMP Securities LLC, as placement agent (“JMP”), pursuant to which the Company could offer and sell, from time to time, through JMP, acting as agent, ordinary shares having an aggregate offering price of up to \$40,000,000 in sales deemed to be an “at the market offering” as defined in Rule 415(a)(4) promulgated under the Securities Act. On March 24, 2021, the Company notified JMP in writing that it was terminating, effective March 25, 2021, the Equity Distribution Agreement.

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*(d) Exhibits***Exhibit  
Number****Exhibit Table**

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10.1	<a href="#"><u>Open Market Sale Agreement<sup>SM</sup>, dated March 25, 2021, by and between Strongbridge Biopharma plc and Jefferies LLC (incorporated by reference to Exhibit 1.2 to the Company's Registration Statement on Form S-3 (File No. 333-254733) filed with the SEC on March 25, 2021).</u></a>
104	Cover Page Interactive Data File (formatted as inline XBRL).

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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.

**STRONGBRIDGE BIOPHARMA PLC**

By: /s/ Richard S. Kollender

Name: Richard S. Kollender

Title: President and Chief Financial Officer

Date: March 26, 2021

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