

**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): May 19, 2020**



**TRICIDA, INC.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**

**001-38558**

**46-3372526**

(State or other jurisdiction of incorporation)

(Commission File Number)

(I.R.S. Employer Identification Number)

**7000 Shoreline Court  
Suite 201**

**South San Francisco, CA 94080**

(Address of principal executive offices) (Zip Code)

**(415) 429-7800**

(Registrant's telephone number, including 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**

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of exchange on which registered</u>
Common stock, par value \$0.001 per share	TCDA	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 8.01 Other Events.**

On May 19, 2020, Tricida, Inc. (the "Company") issued press releases announcing the launch and pricing of a private offering of \$175.0 million aggregate principal amount of its 3.50% Convertible Senior Notes due 2027 (the "Notes"). The initial purchasers will have a 13-day option to purchase up to an additional \$25.0 million aggregate principal amount of Notes from the Company. The net proceeds from the offering are intended to be used for working capital and general corporate purposes. A copy of each of the launch and pricing press release is filed herewith as Exhibit 99.1 and 99.2, respectively, and is incorporated herein by reference.

The Notes will be offered only to qualified institutional buyers (as defined in the Securities Act of 1933, as amended (the "Securities Act")) pursuant to Rule 144A under the Securities Act. Neither the Notes nor the shares of common stock potentially issuable upon conversion of the Notes will be registered under the Securities Act or the securities laws of any other jurisdiction. Neither the Notes nor the shares of common stock potentially issuable upon conversion of the Notes may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

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

**Item 9.01 Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Launch Press Release, dated May 19, 2020.</a>
99.2	<a href="#">Pricing Press Release, dated May 19, 2020.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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**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.

Dated: May 20, 2020

**TRICIDA, INC.**

By: /s/ Geoffrey M. Parker

Name: Geoffrey M. Parker

Title: Chief Financial Officer and Executive Vice President



**FOR IMMEDIATE RELEASE**

**Tricida Announces Proposed Offering of \$175 Million Convertible Senior Notes Due 2027**

SOUTH SAN FRANCISCO, Calif., May 19, 2020 (Business Wire) – Tricida, Inc. (Nasdaq: TCDA) today announced that it intends to offer \$175.0 million aggregate principal amount of its Convertible Senior Notes due 2027 (the “Notes”) in a private offering (the “offering”) to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). In connection with the offering, Tricida expects to grant the initial purchasers a 13-day option to purchase up to an additional \$25.0 million aggregate principal amount of Notes. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

The Notes will be convertible into cash, shares of Tricida’s common stock, par value \$0.001 per share (the “common stock”), or a combination of cash and shares of common stock, at Tricida’s election. The Notes will be the senior unsecured obligations of Tricida and rank equally with all of Tricida’s other unsecured and unsubordinated debt. The interest rate, initial conversion rate, offering price and other terms of the Notes will be determined at the time of pricing of the offering.

Tricida intends to use the net proceeds from the offering for working capital and general corporate purposes.

The Notes will be offered to qualified institutional buyers pursuant to Rule 144A under the Securities Act. Neither the Notes nor the shares of common stock potentially issuable upon conversion of the Notes will be registered under the Securities Act or the securities laws of any other jurisdiction. Neither the Notes nor the shares of common stock potentially issuable upon conversion of the Notes may be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

## **About Tricida**

Tricida, Inc. is a pharmaceutical company focused on the development and commercialization of its drug candidate, veverimer (also known as TRC101), a non-absorbed, orally-administered polymer designed to treat metabolic acidosis in patients with chronic kidney disease (CKD) by binding and removing acid from the gastrointestinal tract.

### Contacts

Jackie Cossmon

Tricida, Inc.

Senior Vice President of Investor Relations and Communications

[IR@Tricida.com](mailto:IR@Tricida.com)



**FOR IMMEDIATE RELEASE**

**Tricida Prices Offering of \$175 Million 3.50% Convertible  
Senior Notes Due 2027**

SOUTH SAN FRANCISCO, Calif., May 19, 2020 (Business Wire) – Tricida, Inc. (Nasdaq: TCDA), a pharmaceutical company focused on the development and commercialization of its drug candidate, veverimer (TRC101), a non-absorbed, orally-administered polymer designed to treat metabolic acidosis in patients with chronic kidney disease (CKD), today announced the pricing of its offering of \$175.0 million aggregate principal amount of its 3.50% Convertible Senior Notes due 2027 (the “notes”) in a private offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. In connection with the offering, Tricida granted the initial purchasers a 13-day option beginning on, and including, the date the notes are first issued, to purchase up to an additional \$25.0 million aggregate principal amount of notes. The offering is expected to close on May 22, 2020, subject to customary closing conditions.

Tricida estimates that the net proceeds from the offering will be \$168.8 million (or \$193.0 million if the initial purchasers exercise their option to purchase additional notes in full), after deducting the initial purchasers’ discounts and commissions and estimated offering expenses. Tricida intends to use the net proceeds from the offering of the notes for working capital and general corporate purposes.

The notes will be senior unsecured obligations of Tricida, and interest will be payable semi-annually in arrears on May 15 and November 15 of each year, beginning on November 15, 2020. The notes will mature on May 15, 2027, unless earlier repurchased, redeemed or converted. The notes will not be redeemable prior to May 20, 2024. Tricida may redeem for cash all or any portion of the notes, at Tricida’s option, on or after May 20, 2024 and on or before the 40th scheduled trading day immediately prior to the maturity date, if the last reported sale price of Tricida’s common stock has been at least 130% of the conversion price then in effect for at least 20 trading days (whether or not consecutive), including the trading day immediately preceding the date on which Tricida provides notice of redemption, during any 30 consecutive trading day period ending on, and including, the trading day immediately preceding the date on which Tricida provides notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date.

The notes will be convertible into cash, shares of Tricida's common stock or a combination of cash and shares of Tricida's common stock at Tricida's election at an initial conversion rate of 30.0978 shares of Tricida's common stock per \$1,000 principal amount of the notes, which is equivalent to an initial conversion price of approximately \$33.23 per share of Tricida's common stock. The initial conversion price of the notes represents a premium of approximately 25.0% over the \$26.58 closing price of Tricida's common stock on May 19, 2020.

Prior to the close of business on the business day immediately preceding February 15, 2027, the notes will be convertible at the option of the holders only upon the satisfaction of certain conditions and during certain periods. Thereafter, until the close of business on the business day immediately preceding the maturity date, the notes will be convertible at the option of the holders at any time regardless of these conditions. If Tricida undergoes a fundamental change (as defined in the indenture governing the notes), holders may require Tricida to repurchase for cash all or any portion of their notes at a repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. In addition, following certain corporate events that occur prior to the maturity date or if Tricida delivers a notice of redemption, Tricida will increase, in certain circumstances, the conversion rate for a holder who elects to convert its notes in connection with such a corporate event or notice of redemption, as the case may be.

The notes and the shares of Tricida's common stock issuable upon conversion of the notes have not been, and will not be, registered under the Securities Act of 1933, as amended, or under any state securities laws, and may not be offered or sold in the United States without registration under, or an applicable exemption from, the registration requirements.

This press release does not constitute an offer to sell, nor is it a solicitation of an offer to buy, these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state or any jurisdiction.

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