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

October 8, 2020
Date of Report (Date of earliest event reported)

LIFESCI ACQUISITION CORP.
(Exact Name of Registrant as Specified in its Charter)

Delaware	**001-39244**	**83-3197402**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(I.R.S. Employer Identification No.)**

250 West 55th Street, #3401
New York, NY **10019**
(Address of Principal Executive Offices) **(Zip Code)**

Registrant's telephone number, including area code: (646) 889-1200

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

☒ Soliciting material pursuant to Rule 14a-12 under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbols	Name of each exchange on which registered
Units, each consisting of one share of Common Stock, $0.0001 par value, and one Warrant to acquire one-half of one share of Common Stock	**LSACU**	**The NASDAQ Stock Market LLC**
Common Stock	**LSAC**	**The NASDAQ Stock Market LLC**
Warrants	**LSACW**	**The NASDAQ Stock Market LLC**

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

IMPORTANT NOTICES

Participants in the Solicitation

Vincera Pharma, Inc. ("Vincera"), LifeSci Acquisition Corp. ("LSAC"), and their respective directors, executive officers and employees and other persons may be deemed to be participants in the solicitation of proxies from the holders of shares of LSAC common stock in respect of the proposed transaction described herein. Information about LSAC's directors and executive officers and their ownership of LSAC's common stock is set forth in LSAC's Annual Report on Form 10-K for the fiscal year ended June 30, 2020 ("10-K") and Prospectus dated March 5, 2020 (the "Prospectus") filed with the Securities and Exchange Commission (the "SEC"), as modified or supplemented by any Form 3 or Form 4 filed with the SEC since the date of such filing. Other information regarding the interests of the participants in the proxy solicitation will be included in the proxy statement pertaining to the proposed transaction when it becomes available. These documents can be obtained free of charge from the sources indicated below.

Additional Information and Where To Find It

In connection with the proposed transaction described herein, LSAC will file relevant materials with the SEC, including a proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, LSAC will mail the definitive proxy statement and a proxy card to each stockholder entitled to vote at the special meeting relating to the proposed transaction. INVESTORS AND SECURITYHOLDERS OF LSAC ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE proposed TRANSACTION THAT LSAC WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT LSAC, VINCERA AND THE proposed TRANSACTION. The definitive proxy statement, the preliminary proxy statement and other relevant materials in connection with the proposed transaction (when they become available), and any other documents filed by LSAC with the SEC, may be obtained free of charge at the SEC's website (www.sec.gov) or by writing to LifeSci Acquisition Corp., 250 W. 55th St., #3401, New York, NY 10019.

No Offer or Solicitation

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of 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. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

Forward-Looking Statements

This Current Report on Form 8-K and the documents incorporated by reference herein (this "Current Report") contain certain "forward-looking statements" within the meaning of "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: "target," "believe," "expect," "will," "shall," "may," "anticipate," "estimate," "would," "positioned," "future," "forecast," "intend," "plan," "project" and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters. Examples of forward-looking statements include, among others, statements made in this Current Report regarding the proposed transactions contemplated by the merger agreement (the "Merger Agreement") among LSAC, LifeSci Acquisition Merger Sub, Inc., Vincera and Raquel Izumi, as representative of the Vincera stockholders (the "Merger"), integration plans, expected synergies and revenue opportunities, anticipated future financial and operating performance and results, including estimates for growth, the expected management and governance of the combined company, Vincera's expectations with respect to the Bayer license and the expected timing of the Merger. Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on LSAC and Vincera managements' current beliefs, expectations and assumptions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Actual results and outcomes may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause actual results and outcomes to differ materially from those indicated in the forward-looking statements include, among others, the following: (1) the occurrence of any event that could give rise to the termination of the Merger Agreement; (2) the outcome of any legal proceedings that may be instituted against LSAC, the combined company, or others following the announcement of the Merger and the Merger Agreement; (3) the inability to complete the Merger, including due to the failure to obtain approval of LSAC's stockholders or to satisfy other conditions to closing in the Merger Agreement; (4) the amount of redemption requests made by LSAC's stockholders; (5) changes to the proposed structure of the Merger that may be required or appropriate as a result of applicable laws; (6) the ability to meet Nasdaq listing standards following the consummation of the Merger; (7) the risk that the Merger disrupts current plans and operations of Vincera as a result of the announcement and consummation of the Merger; (8) the risk that the Bayer license agreement is not entered into; (9) the ability to recognize the anticipated benefits of the Merger, which may be affected by, among other things, competition, the ability of the combined company to grow and manage growth profitably, maintain relationships with third parties and partners and retain its management and key employees; (10) costs related to the Merger; (11) changes in applicable laws or regulations; (12) risks related to the rollout of Vincera's business and the timing of expected business milestones; (13) the possibility that Vincera or the combined company may be adversely affected by other economic, business, regulatory, and/or competitive factors; (14) risks associated with preclinical or clinical development conducted prior to Vincera's in-licensing; (15) the availability of capital and Vincera estimates of expenses; (16) changes in the assumptions underlying Vincera's expectations regarding its future business or business model; (17) Vincera's ability to develop and commercialize product candidates; and (18) other risks and uncertainties indicated in the proxy statement of LSAC to be filed by LSAC with the SEC in connection with the Merger, including those under "Risk Factors" therein, and other documents filed or to be filed from time to time with the SEC by LSAC.

A further list and description of risks and uncertainties can be found in LSAC's 10-K and in the proxy statement on Schedule 14A that will be filed with the SEC by LSAC in connection with the proposed transaction, and other documents that the parties may file or furnish with the SEC, which you are encouraged to read. Any forward-looking statement made by us in this Current Report is based only on information currently available to LSAC and Vincera and speaks only as of the date on which it is made. LSAC and Vincera undertake no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments or otherwise, except as required by law.

Item 7.01. Regulation FD Disclosure

On October 8, 2020, Vincera issued a press release announcing the signing of an exclusive license agreement with Bayer AG for the development and commercialization of an early development oncology portfolio. A copy of the press release is attached hereto as Exhibit 99.1.

The foregoing information, including the press release attached hereto as Exhibit 99.1 is being furnished pursuant to Item 7.01 of this Current Report and shall not be deemed "filed" for the purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Item 8.01. Other Events

Please refer to Item 7.01 which is incorporated by reference as if fully set forth herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

Exhibit No.	Description
99.1	Vincera Press Release, dated as of October 8, 2020

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.

Dated: October 8, 2020

LIFESCI ACQUISITION CORP.

By: /s/ Andrew McDonald
Name: Andrew McDonald
Title: Chief Executive Officer

Vincera Pharma, Inc Announces Exclusive License Agreement for Oncology Portfolio Including a Clinical-stage PTEFb/CDK9 Inhibitor and a Preclinical Bioconjugation Platform

Portfolio includes VIP152, a highly selective PTEFb/CDK9 inhibitor with encouraging Phase 1 monotherapy activity, including complete responses in DH-DLBCL

Vincera intends to pursue multiple accelerated approval opportunities in MYC- and MCL1-driven cancers

Preclinical bioconjugation platform designed to overcome limitations of small-molecule and antibody-drug conjugates use to treat cancer

SANTA CLARA, Calif., Oct. 08, 2020 – Vincera Pharma, Inc., a biopharmaceutical company aspiring to address the unmet medical needs of patients with cancer through paradigm-shifting therapeutics, today announced the signing of an exclusive license agreement with Bayer AG for the development and commercialization of an early development oncology portfolio. The license will become effective upon the closing of the transaction with LSAC (described below), and Vincera intends to use the funds it will receive upon closing of such transaction to initiate its clinical program.

Under the terms of the license agreement, Vincera will in-license VIP152 (formerly BAY 1251152), a clinical-stage, highly selective, positive transcription elongation factor b (PTEFb)/cyclin-dependent kinase 9 (CDK9) inhibitor for the treatment of cancer. Additionally, Vincera will receive assets and license technology for a preclinical bioconjugation platform to address the limitations of small-molecule and antibody-drug conjugates in oncology. The preclinical assets include: VIP236, a small molecule drug conjugate (SMDC) targeting advanced and metastatic cancer; as well as VIP943 (formerly BAY-943) and VIP924 (formerly BAY-924), two antibody-drug conjugates (ADC) targeting hematologic tumors; and VIP217, an oral PTEFb/CDK9 inhibitor in discovery.

“This license agreement with Bayer creates the foundation of Vincera’s targeted clinical oncology pipeline, with a potentially best-in-class asset, while positioning us for long-term growth across two therapeutic platforms,” said Ahmed Hamdy M.D., Chief Executive Officer of Vincera. “Our lead asset, VIP152, is a small molecule PTEFb/CDK9 inhibitor with very encouraging data from monotherapy Phase 1 studies, including 2 of 7 patients with durable remissions of over 2 years in the very aggressive indication of relapsed/refractory double-hit DLBCL. In addition, preclinical data support our belief that VIP152 is the most selective CDK9 inhibitor in the clinic with on-target depletion of oncogenic MYC and MCL1 mRNA transcripts in patients. These results, combined with the acceptable safety profile seen to date, suggest that VIP152 could be an important new treatment option for patients with MYC- and MCL1-driven malignancies. Importantly, with proof-of-concept clinical data in hand, we are poised to execute on a strategic clinical development plan with the potential for multiple accelerated approvals in the U.S. Expansion of the current Phase 1b study to include these patient populations is expected to begin in 2021.”

“CDK9 represents a validated target for malignancies such as CLL where other less selective CDK inhibitors have shown clinical activity in high-risk patients” says Dr. John C. Byrd, Chair of the Scientific Advisory Board of Vincera. “VIP-152 represents an exciting new therapy for this disease, particularly those with prior resistance to ibrutinib and venetoclax where a true unmet need exists for new treatments.”

Dr. Hamdy continued, “In addition to our planned clinical program, we intend to advance, in parallel, the development of our preclinical bioconjugation platform. We believe our next-generation platform has the potential to generate first-in-class and best-in-class opportunities in oncology, improving the specificity of drug targeting and release through a modular platform with innovative warhead design and linker-payload technologies. We are thrilled that the Bayer license will allow us to pursue the commercial potential of this promising oncology portfolio and look forward to providing updates as we execute across our pipeline in the coming quarters.”

In exchange for this license, Vincera will pay Bayer an upfront license fee and development and commercial sales milestone payments. In further consideration of the rights granted, we will also pay an annual royalty on commercial sale of licensed products in the single- to low-double digit percentage range on net commercial sales of licensed products.

On September 29, 2020, Vincera announced that it has entered into a merger agreement with LifeSci Acquisition Corp. (“LSAC”), a publicly traded blank check company targeting the biopharma, medical technology, digital health and healthcare services sectors. Following completion of the merger, the combined company is expected to have approximately $60 million in cash to fund its preclinical and clinical pipeline. Additional information about the merger and related transactions, including a copy of the merger agreement, are included in a Current Report on Form 8-K filed by LSAC with the SEC on September 29, 2020 and available at www.sec.gov.

About Vincera Pharma, Inc.

Vincera is a recently formed clinical-stage life sciences company focused on leveraging its extensive development and oncology expertise to advance new therapies intended to address unmet medical needs for the treatment of cancer. Vincera’s executive team has assembled a management team of biopharmaceutical experts with extensive experience in building and operating organizations that develop and deliver innovative medicines to patients. Vincera’s current pipeline is derived from an exclusive license agreement with Bayer and includes (i) a clinical-stage and follow-on small molecule drug program and (ii) a preclinical stage bioconjugation/next-generation antibody-drug conjugate platform. The company intends to develop multiple products through clinical proof-of-concept and potentially through Accelerated Approval in the United States. For more information, please visit www.vincerapharma.com.

Cautionary Statement

This communication contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended, that are intended to be covered by the “safe harbor” created by those sections. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, expectations and events, can generally be identified by the use of forward-looking terms such as “believe,” “expect,” “may,” “will,” “should,” “would,” “could,” “seek,” “intend,” “plan,” “goal,” “project,” “estimate,” “anticipate” or other comparable terms. All statements other than statements of historical facts included in this communication are forward-looking statements. Forward-looking statements include, but are not limited to: Vincera’s business model, pipeline, strategy and product candidates; Vincera’s expectations with respect to the Bayer license and the licensed products; Vincera’s

beliefs and expectations regarding preclinical data and clinical results; and the expected capital of the combined company following the closing of the business combination and expected uses of such capital. Forward-looking statements are neither historical facts nor assurances of future performance or events. Instead, they are based only on current beliefs, expectations and assumptions regarding future business developments, future plans and strategies, projections, anticipated events and trends, the economy and other future conditions. Forward-looking statements are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control.

Actual results, conditions and events may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements. Important factors that could cause actual results, conditions and events to differ materially from those indicated in the forward-looking statements include, but are not limited to: general economic, financial, legal, political and business conditions and changes in domestic and foreign markets; the potential effects of the COVID-19 pandemic; the inability of Vincera and LSAC to timely consummate the proposed merger; risks associated with preclinical or clinical development conducted prior to Vincera's in-licensing; the risk that the merger does not provide Vincera with the expected capital due to higher than expected costs or redemptions by the stockholders of LSAC; failure to realize the anticipated benefits of the proposed merger, including as a result of a delay in consummating the proposed merger or difficulty in, or costs associated with, integrating the businesses of Vincera and LSAC; risks related to the rollout of Vincera's business and the timing of expected business milestones; changes in the assumptions underlying Vincera's expectations regarding its future business or business model; Vincera's ability to develop and commercialize product candidates; the availability of capital; and the effects of competition on Vincera's future business. Forward -looking statements speak only as of the date hereof, and Vincera disclaims any obligation to update any forward-looking statements.

Additional Information

In connection with Vincera's proposed merger with LSAC, LSAC will file with the SEC a proxy statement on Schedule 14A. A definitive proxy statement will be sent to holders of LSAC's common stock when it becomes available. LSAC stockholders and other interested parties are urged to read the proxy statement, and any other documents filed with the SEC when they become available, carefully and in their entirety because they contain important information. LSAC stockholders and other interested parties may obtain free copies of the preliminary proxy statement and definitive proxy statement (when available) and other documents filed with the SEC by LSAC through the website maintained by the SEC at http://www.sec.gov, or by directing a request to: LifeSci Acquisition Corp., 250 W. 55th St., #3401, New York, NY 10019.

Participants in the Solicitation

Vincera and LSAC and their respective directors and executive officers and other members of management and employees may be considered participants in the solicitation of proxies with respect to Vincera's proposed merger with LSAC. Information about the directors and executive officers of Vincera and LSAC will be set forth in the definitive proxy statement and other relevant materials to be filed by LSAC with the SEC regarding the proposed merger. LSAC stockholders and other interested parties should read the definitive proxy statement carefully when it becomes available before making any voting or investment decisions regarding the merger and related transactions. These documents can be obtained free of charge from the sources indicated above.

No Offer or Solicitation

This communication shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of 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. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

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