

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

March 20, 2020  
Date of Report (Date of earliest event reported)

**LifeSci Acquisition Corp**  
(Exact Name of Registrant as Specified in its Charter)

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

**001-39244**  
(Commission File Number)

**83-3197402**  
(I.R.S. Employer Identification No.)

**250 W. 55th St., #3401**  
**New York, NY**  
(Address of Principal Executive Offices)

**10019**  
(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 Symbol(s)	Name of each exchange on which registered
Common Stock	LSAC	The Nasdaq Stock Market LLC
Warrants	LSACW	The Nasdaq Stock Market LLC
Units	LSACU	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.

### Item 3.02. Unregistered Sales of Equity Securities.

The information included in Item 8.01 is incorporated into this Item by reference.

### Item 8.01. Other Events

As previously disclosed on a Current Report on Form 8-K dated March 10, 2020, LifeSci Acquisition Corp. (the “Company”), consummated its initial public offering (“IPO”) of 6,000,000 units (the “Units”). Each Unit consists of one share of common stock, \$0.0001 par value (“Common Stock”) and one warrant (“Warrant”) entitling its holder to purchase one-half of one share of Common Stock at a price of \$11.50 per whole share. The Units were sold at an offering price of \$10.00 per Unit, generating gross proceeds of \$60,000,000. The Company granted the underwriters a 45-day option to purchase up to 900,000 additional Units to cover over-allotments, if any.

As also previously disclosed in the Current Report, simultaneously with the closing of the IPO, the Company consummated the private placement (“Private Placement”) of 2,570,000 units (the “Private Units”) at a price of \$10.00 per Private Unit, generating total proceeds of \$1,285,000.

Subsequently, on March 18, 2020, the underwriters exercised the over-allotment option in part, and the closing of the issuance and sale of the additional Units occurred (the “Over-Allotment Option Units”) on March 20, 2020. The total aggregate issuance by the Company of 563,767 units at a price of \$10.00 per unit resulted in total gross proceeds of \$5,637,670. On March 20, 2020, the underwriters canceled the remainder of the over-allotment option. In connection with the cancellation of the remainder of the over-allotment option, the Company has canceled an aggregate of 84,058 shares of Common Stock issued to LifeSci Investments, LLC, the Company’s sponsor, prior to the IPO and Private Placement.

A total of \$65,637,670 of the net proceeds from the sale of Units in the initial public offering (including the Over-Allotment Option Units) and the private placements on March 10, 2020 and March 20, 2020, were placed in a trust account established for the benefit of the Company’s public shareholders. Included with this report as Exhibit 99.1 is a pro-forma balance sheet reflecting the exercise of the over-allotment option.

### Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Pro-Forma Balance Sheet dated March 20, 2020</a>

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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.

Dated: March 25, 2020

LIFESCI ACQUISITION CORP.

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

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**LIFESCI ACQUISITION CORP.  
PRO FORMA BALANCE SHEET**

	<u>Actual as of March 10, 2020</u>	<u>Pro Forma Adjustments (unaudited)</u>	<u>As Adjusted (unaudited)</u>
<b>ASSETS</b>			
Current Assets			
Cash	\$ 861,965	\$ (112,753) (b)	\$ 749,212
Prepaid expenses	99,200	—	99,200
Total Current Assets	<u>961,165</u>	<u>(112,753)</u>	<u>848,412</u>
Cash held in Trust Account	60,000,000	5,637,670 (a)	65,637,670
<b>Total Assets</b>	<b><u>\$ 60,961,165</u></b>	<b><u>\$ 5,524,917</u></b>	<b><u>\$ 66,486,082</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
Current Liabilities – Accrued expenses			
	\$ 450	—	450
Total Current Liabilities	<u>450</u>	<u>—</u>	<u>450</u>
Promissory note – related party	1,000,000	—	1,000,000
Deferred underwriting fee payable	2,100,000	197,319 (c)	2,297,319
Total Liabilities	<u>3,100,450</u>	<u>197,319</u>	<u>3,297,769</u>
<b>Commitments</b>			
Common stock subject to possible redemption, 5,286,071 and 5,818,831 shares at \$10.00 per share redemption value	52,860,710	5,327,600 (e)	58,188,310
<b>Stockholders' Equity:</b>			
Preferred stock, \$0.0001 par value; 1,000,000 shares authorized; no shares issued and outstanding	—	—	—
Common stock, \$0.0001 par value; 30,000,000 shares authorized; 2,438,929 and 2,385,878 shares issued and outstanding (excluding 5,286,071 and 5,818,831 shares, respectively, subject to possible redemption)	244	56 (a) (8) (d) (53) (e)	239
Additional paid-in capital	5,001,834	5,637,614 (a) (112,753) (b) (197,319) (c) 8 (d) (5,327,547) (e)	5,001,837
Accumulated deficit	(2,073)	—	(2,073)
<b>Total Stockholders' Equity</b>	<b><u>5,000,005</u></b>	<b><u>(2)</u></b>	<b><u>5,000,003</u></b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b><u>\$ 60,961,165</u></b>	<b><u>\$ 5,524,917</u></b>	<b><u>\$ 66,486,082</u></b>

See accompanying note to the pro forma balance sheet.

**LIFESCI ACQUISITION CORP.**  
**NOTE TO PRO FORMA BALANCE SHEET**  
**(unaudited)**

**NOTE 1 - CLOSING OF OVER-ALLOTMENT OPTION**

The accompanying unaudited Pro Forma Balance Sheet presents the Balance Sheet of LifeSci Acquisition Corp. (the “Company”) as of March 10, 2020, adjusted for the closing of the underwriters’ over-allotment option in full and related transactions which occurred on March 20, 2020, as described below.

On March 20, 2020, the Company consummated the closing of the sale of 563,767 additional units (the “Units”) at a price of \$10.00 per unit upon receiving notice of the underwriters’ election to partially exercise their over-allotment option, generating additional gross proceeds of \$5,637,670 to the Company. Each Unit consists of one share of the Company’s common stock and one redeemable warrant (“Public Warrant”). Each Public Warrant entitles the holder to purchase one share of the Company’s common stock at a price of \$11.50 per share. Transaction costs amounted to \$310,072, consisting of \$112,753 in cash underwriting fees and \$197,319 of additional underwriting fees, which have been deferred until the completion of the Company’s Business Combination. As a result of the underwriters’ election to partially exercise their over-allotment option, 84,058 Founder Shares were forfeited and 140,942 Founder Shares are no longer subject to forfeiture. Pro forma adjustments to reflect the exercise of the underwriters’ over-allotment option are as follows:

Pro forma entries:	Debit	Credit
a. Cash held in Trust Account	5,637,670	
Common stock		56
Additional paid-in capital		5,637,614
To record sale of 563,767 Units on over-allotment option at \$10.00 per Unit.		
b. Additional paid-in capital	112,753	
Cash		112,753
To record payment of 2.0% of cash underwriting fee on over-allotment option.		
c. Additional paid-in capital	197,319	
Deferred underwriting fees		197,319
To record the liability for the 3.5% deferred underwriting fees on over-allotment option.		
d. Common stock	8	
Additional paid in capital		8
To record the forfeiture of 84,058 Founder Shares.		
e. Common stock	53	
Additional paid-in capital	5,327,547	
Common Stock Subject to Redemption		5,327,600
To reclassify common stock out of permanent equity into mezzanine redeemable shares.		