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): October 24, 2023

LIANBIO

(Exact name of registrant as specified in its charter)

Cayman Islands	**001-40947**	**98-1594670**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

103 Carnegie Center Drive, Suite 309 **Princeton, NJ**	**08540**
(Address of principal executive offices)	**(Zip Code)**

(Registrant's telephone number, including area code): (609) 486-2308

Not Applicable
(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 (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American depositary shares, each representing 1 ordinary share, $0.000017100448 par value per share	**LIAN**	**The Nasdaq Global 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 x

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. x

Item 1.01 Entry into a Material Definitive Agreement.

On October 24, 2023 (the "Termination Effective Date"), LianBio entered into a Termination Agreement, dated October 24, 2023 (the "Termination Agreement"), by and among MyoKardia, Inc. ("MyoKardia") and Bristol-Myers Squibb Company (together with MyoKardia, the "Licensor Parties") and, as applicable, E.R. Squibb Co. & Sons, L.L.C. and Swords Laboratories Unlimited Company, on the one hand, and LianBio, Lian Cardiovascular, Lian Cardiovascular Limited ("LianBio Cardiovascular HK"), LianBio Development (HK) Limited ("LianBio Development"), LianBio Licensing, LLC ("LianBio Licensing") and Shanghai LianBio Development Co., Ltd. ("Local Agent", and together with LianBio, Lian Cardiovascular, Lian Cardiovascular HK, LianBio Development and LianBio Licensing, the "Licensee Parties"), on the other hand. Pursuant to the Termination Agreement, LianBio terminated that certain Exclusive License Agreement, dated as of August 10, 2020, by and among LianBio, LianBio Licensing and MyoKardia (as subsequently amended, the "License Agreement"), pursuant to which LianBio had previously acquired exclusive rights to develop and commercialize mavacamten in Mainland China, Hong Kong, Macau, Taiwan, Singapore and Thailand. The termination of the License Agreement and certain related matters agreed to by the parties pursuant to the Termination Agreement is hereinafter referred to as the "Transaction".

Pursuant to the Termination Agreement, LianBio will receive a one-time payment of $350 million as consideration for the Transaction. In addition, LianBio will be released from payment obligations of up to $127.5 million in remaining milestone payments under the License Agreement.

In addition to the termination of the License Agreement, the Termination Agreement provides for the termination of certain ancillary agreements, including, among others, the Development Supply Agreement, dated as of August 12, 2021, by and among LianBio, LianBio Licensing, Lian Cardiovascular HK, Local Agent and MyoKardia, the Commercial Supply Agreement, dated as of June 2, 2023, by and among Lian Cardiovascular HK, LianBio Development and the Licensor Parties, the Equity Holders' Agreement, dated as of August 10, 2020, by and among LianBio, Lian Cardiovascular and MyoKardia, the Amended and Restated Option Agreement, dated as of August 10, 2020, by and among LianBio, Lian Cardiovascular, Lian Oncology, MyoKardia and QED Therapeutics, Inc., and the Supplemental Agreement for nHCM, dated as of August 11, 2023, by and among LianBio, LianBio Licensing, Lian Cardiovascular HK, and the Local Agent. In addition, a warrant held by MyoKardia, which was exercisable for 170,000 shares of Lian Cardiovascular, was irrevocably terminated in its entirety, effective as of the Termination Effective Date.

Pursuant to the Termination Agreement, the Licensee Parties will perform certain transition activities to facilitate the transition of development and commercialization of mavacamten in the applicable territories to the Licensor Parties, including assignment, transfer and transition of certain related rights, agreements, documents, filings and studies as well as certain ongoing regulatory activities and support related to mavacamten during the transition period, as applicable. The transition activities are expected to be completed within 18 months following the Termination Effective Date.

In addition, the Licensor Parties will reimburse the Licensee Parties for certain costs and expenses incurred in the performance of transition activities, for certain personnel costs and for amounts that become due under certain agreements following the Termination Effective Date.

The Termination Agreement further provides that certain employees of the Licensee Parties or their affiliates who are working on the development and commercialization of mavacamten will receive offers of employment from entities designated by the Licensor Parties.

The foregoing description of the Termination Agreement is qualified in its entirety by reference to the full text of the Termination Agreement, a copy of which LianBio expects to include as an exhibit to a future periodic report, to be filed with the U.S. Securities and Exchange Commission.

Item 1.02 Termination of a Material Definitive Agreement.

The disclosures regarding the termination of the material agreements set forth in Item 1.01 above are incorporated by reference into this Item 1.02.

Item 2.01 Completion of Acquisition or Disposition of Assets.

The disclosures regarding the Transaction set forth in Item 1.01 above are incorporated by reference into this Item 2.01.

Item 7.01 Regulation FD Disclosure.

On October 30, 2023, LianBio issued a press release announcing topline data from the Phase 3 LIBRA trial of TP-03 in Chinese patients with Demodex blepharitis. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 7.01, including Exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(b) Pro forma financial information. The unaudited pro forma condensed consolidated financial statements of LianBio, comprised of an unaudited pro forma consolidated balance sheet as of June 30, 2023 and unaudited pro forma consolidated statements of operations and comprehensive loss for the six months ended June 30, 2023 and the years ended December 31, 2022 and 2021, and the related notes thereto, are attached to this Current Report on Form 8-K as Exhibit 99.2. The unaudited pro forma consolidated balance sheet as of June 30, 2023 reflects the pro forma effect as if the Transaction had been consummated on June 30, 2023. The unaudited pro forma consolidated statements of operations and comprehensive loss for the six months ended June 30, 2023 and the years ended December 31, 2022 and 2021 include LianBio's historical consolidated statements of operations and comprehensive loss adjusted to reflect the pro forma effect as if the Transaction had been effective January 1, 2021 (the first day of LianBio's 2021 fiscal year).

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued by LianBio, dated October 30, 2023
99.2	LianBio unaudited pro forma consolidated financial statements
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

LIANBIO

By: /s/ Yizhe Wang

Yizhe Wang

Chief Executive Officer

Date: October 30, 2023

LianBio Announces Topline Results from Phase 3 LIBRA Trial of TP-03 in Chinese Patients with *Demodex* Blepharitis

Shanghai and Princeton, NJ, October 30, 2023 – LianBio (Nasdaq: LIAN), a biotechnology company dedicated to bringing innovative medicines to patients in China and other major Asian markets, today announced topline results from the Phase 3 LIBRA clinical trial evaluating TP-03 in Chinese patients with *Demodex* blepharitis.

The co-primary endpoints of the LIBRA trial were mite eradication (mite density of 0 mites per lash) and complete collarette cure (collarette score of 0) at day 43. Results demonstrated statistically significant mite eradication in patients with *Demodex* blepharitis treated with TP-03 compared to vehicle ($p<0.001$). A positive, but not statistically significant trend ($p=0.15$) was also observed for complete collarette cure. TP-03 was well tolerated with a safety profile similar to that observed in other large-scale clinical trials, and there were no treatment-related discontinuations.

LianBio plans to discuss these results with the China National Medical Products Administration (NMPA) and expects to use these data to support a New Drug Application filing in China.

"*Demodex* blepharitis patients often experience significant impacts to their daily activities, and there are currently no approved medicines in China that eradicate the root cause of disease – the *Demodex* mite," said Professor Zuguo Liu, M.D., Ph.D., Director of Xiamen Eye Center of Xiamen University, Principal Investigator of the LIBRA study. "I am highly encouraged by the results of the LIBRA trial, which demonstrate TP-03's ability to drive statistically and clinically significant mite eradication in Chinese patients with *Demodex* blepharitis."

"We are pleased that the LIBRA trial demonstrated significant *Demodex* mite eradication, the primary etiology of *Demodex* blepharitis, as well as a favorable safety profile. This is the first *Demodex*-specific therapy that treats the underlying cause of the disease, and we believe these data provide a foundation for pursuing regulatory approval in China," said Yizhe Wang, Ph.D., Chief Executive Officer of LianBio. "We look forward to gaining a deeper understanding of how *Demodex* blepharitis impacts collarettes in Chinese patients and working with the ophthalmic community and regulatory authorities to make this therapy available to patients in China."

LIBRA is a Phase 3 multicenter, double-blind, randomized, vehicle-controlled registrational study that evaluated the efficacy and safety of TP-03 in Chinese adult patients with *Demodex* blepharitis, with an open-label pharmacokinetics sub-study. More information about the LIBRA trial can be found on http://www.chinadrugtrials.org.cn/index.html (CTR20220726) and http://www.clinicaltrials.gov (NCT05629390).

About *Demodex* Blepharitis

Blepharitis is a common ocular condition that is characterized by inflammation of the eyelid margin, redness and ocular irritation. *Demodex* blepharitis is caused by infestation of *Demodex* mites, the most common ectoparasite found on humans. *Demodex* mites cause approximately 69% of blepharitis. Currently, there are no treatments approved by the NMPA for *Demodex* blepharitis.

About TP-03

TP-03 is a novel prescription eye drop for the treatment of Demodex blepharitis and is designed to target and eradicate the root cause of the disease – Demodex mite infestation. It is marketed in the U.S. under the brand name XDEMVY® (lotilaner ophthalmic solution) 0.25%. The active ingredient in TP-03 is

lotilaner, a well-characterized agent that eradicates Demodex mites by selectively inhibiting the GABA-Cl channels. It is a highly lipophilic molecule, which may promote its uptake in the oily sebum of the eyelash follicles where the mites reside. TP-03 was evaluated in two pivotal trials in the United States collectively involving more than 800 patients. Both trials met the primary endpoint and all secondary endpoints, with statistical significance and no serious treatment-related adverse events. Most patients found TP-03 to be neutral to very comfortable. The most common ocular adverse reactions observed in the studies were site stinging and burning which was reported in 10% of patients. Other ocular adverse reactions reported by less than 2% of patients were chalazion/hordeolum (stye) and punctate keratitis.

LianBio in-licensed rights from Tarsus Pharmaceuticals for the development and commercialization of TP-03 in Mainland China, Hong Kong, Macau and Taiwan.

About LianBio
LianBio is a cross-border biotechnology company on a mission to bring transformative medicines to historically underserved patients in China and other Asian markets. Through partnerships with highly innovative biopharmaceutical companies around the world, LianBio is advancing a diversified portfolio of clinically validated product candidates with the potential to drive new standards of care across cardiovascular, oncology, ophthalmology, and inflammatory disease indications. LianBio is establishing an international infrastructure to position the company as a partner of choice with a platform to provide access to China and other Asian markets. For more information, please visit www.lianbio.com.

Cautionary Note Regarding Forward-Looking Statements
Statements in this press release about future expectations, plans and prospects, as well as any other statements regarding matters that are not historical facts, may constitute forward-looking statements. The words “plans,” “potential,” “expect,” “may,” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements in this press release include, but are not limited to, statements regarding LianBio’s plans to discuss the data from the LIBRA trial with the NMPA and to use these data to support a New Drug Application in China, and LianBio’s expectations that it will gain a greater understanding of how *Demodex* blepharitis impacts collarettes in Chinese patients and work with the ophthalmic community and regulatory authorities to make TP-03 available to patients in China. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the Company’s ability to successfully conduct its planned clinical trials and complete such clinical trials and obtain results on its expected timelines, or at all; competition from other biotechnology and pharmaceutical companies; general market conditions; the impact of changing laws and regulations and those risks and uncertainties described in LianBio’s filings with the U.S. Securities and Exchange Commission (SEC), including LianBio’s Annual Report on Form 10-K for the year ended December 31, 2022 and subsequent filings with the SEC. Any forward-looking statements contained in this press release speak only as of the date hereof, and LianBio specifically disclaims any obligation to update any forward-looking statement, whether as a result of new information, future events or otherwise. Readers should not rely upon this information as current or accurate after its publication date.

For investor inquiries, please contact:
Elizabeth Anderson, VP Communications and Investor Relations
E: elizabeth.anderson@lianbio.com
T: +1 646 655 8390

For media inquiries, please contact:
Josh Xu, Director of Communications
E: josh.xu@lianbio.com
T: +86 136 6140 8315

Katherine Smith, Evoke Canale
E: katherine.smith@evokegroup.com
T: +1 619 849 5378

UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma consolidated balance sheet and statements of operations and comprehensive loss are based upon the historical consolidated financial statements of LianBio (the "Company"). Unless the context indicates otherwise, any reference in this report to the "Company," "we," "us," and "our" refers to LianBio. The unaudited pro forma consolidated financial statements have been prepared to illustrate the effect of the termination of the Exclusive License Agreement, dated as of August 10, 2020, by and among LianBio, LianBio Licensing, LLC ("LianBio Licensing") and MyoKardia, Inc. ("MyoKardia"), the termination of the Development Supply Agreement, dated as of August 12, 2021, by and among LianBio, LianBio Licensing, Lian Cardiovascular Limited ("Lian Cardiovascular HK"), Shanghai LianBio Development Co., Ltd. ("Local Agent") and MyoKardia, the termination of the Development Quality Agreement, dated as of September 14, 2021, by and among MyoKardia, Lian Cardiovascular HK and Local Agent, the termination of the Pharmacovigilance Agreement, dated as of June 4, 2021, by and among Bristol-Myers Squibb Company ("BMS") and Lian Cardiovascular HK, the termination of the Supplemental Agreement for oHCM, dated as of February 25, 2023, by and among MyoKardia, LianBio, LianBio Licensing, Lian Cardiovascular, Lian Cardiovascular HK, and Local Agent, the termination of the Commercial Supply Agreement, dated as of June 2, 2023, by and among Lian Cardiovascular HK, LianBio Development (HK) Limited ("LianBio Development"), BMS and MyoKardia, the termination of the Quality Assurance Agreement (China), dated as of June 3, 2023, by and among LianBio Development, Lian Cardiovascular HK, Local Agent, BMS, Swords Laboratories Unlimited Company and Squibb Co. & Sons, L.L.C., the termination of the Quality Assurance Agreement (APAC), dated as of June 3, 2023, by and among LianBio Development, Lian Cardiovascular HK, BMS, Swords Laboratories Unlimited Company and Squibb Co. & Sons, L.L.C., the termination of the Supplemental Agreement for nHCM, dated as of August 11, 2023, by and among MyoKardia, LianBio, LianBio Licensing, Lian Cardiovascular HK and Local Agent, the termination of the Warrant to Purchase Ordinary Shares, dated as of August 10, 2020, by and among MyoKardia and Lian Cardiovascular, the termination of the Equity Holders' Agreement, dated as of August 10, 2020, by and among MyoKardia, LianBio and Lian Cardiovascular, the termination of the Amended and Restated Option Agreement, dated as of August 10, 2020, by and among LianBio, Lian Cardiovascular, Lian Oncology, MyoKardia and QED Therapeutics, Inc., and the termination of the Materials and Information Transfer Agreement, dated as of June 16, 2021, by and between MyoKardia and Lian Cardiovascular HK (collectively, the "Transaction") for cash consideration of $350 million.

The unaudited pro forma consolidated balance sheet as of June 30, 2023 reflects the pro forma effect as if the Transaction had been consummated on June 30, 2023. The unaudited pro forma consolidated statements of operations and comprehensive loss for the six months ended June 30, 2023 and the years ended December 31, 2022 and 2021 include the Company's historical consolidated statements of operations and comprehensive loss adjusted to reflect the pro forma effect as if the Transaction had been effective January 1, 2021 (the first day of our 2021 fiscal year). The historical consolidated financial statements referred to above for the Company were included in its Quarterly Report on Form 10-Q for the quarter ended June 30, 2023 and Annual Reports on Form 10-K for the years ended December 31, 2022 and 2021. The accompanying unaudited pro forma consolidated financial information and the historical consolidated financial information presented herein should be read in conjunction with the historical consolidated financial statements and notes thereto.

The unaudited pro forma consolidated balance sheet and statements of operations and comprehensive loss include pro forma adjustments which reflect transactions and events that (a) are directly attributable to the Transaction, (b) are factually supportable and (c) with respect to the statement of operations and comprehensive loss, have a continuing impact on consolidated results. The pro forma adjustments are described in the accompanying notes to the unaudited pro forma consolidated financial statements.

The unaudited pro forma consolidated financial information does not reflect future events that may occur after the Transaction. The unaudited pro forma consolidated statements of operations and comprehensive loss are provided for informational purposes only and are not necessarily indicative of the results of operations that would have occurred if the Transaction had occurred on January 1, 2021 nor is it necessarily indicative of our future operating results. The pro forma adjustments are subject to change and are based upon currently available information.

Unaudited Pro Forma Consolidated Balance Sheets
As of June 30, 2023
(In thousands, except share and per share amounts)

	Historical	Pro Forma Adjustments		Pro Forma
Assets				
Current assets:				
Cash and cash equivalents	$ 104,059	$ 340,000	(a)	$ 444,059
Marketable securities	163,209	—		163,209
Prepaid expenses and other current assets	4,805	—		4,805
Other receivable	1,025	10,000	(a)	11,025
Total current assets	273,098	350,000		623,098
Restricted cash, non-current	69	—		$ 69
Property and equipment, net	2,562	—		2,562
Operating lease right-of-use assets	3,049	—		3,049
Other non-current assets	20	—		20
Total assets	$ 278,798	$ 350,000		$ 628,798
Liabilities and Shareholders' Equity				
Current liabilities:				
Accounts payable	$ 1,908	$ —		$ 1,908
Accrued expenses	16,879	8,110	(g)	24,989
Current portion of operating lease liabilities	1,859	—		1,859
Other current liabilities	996	—		996
Total current liabilities	21,642	8,110		29,752
Operating lease liabilities	1,441	—		1,441
Other liabilities	210	—		210
Total liabilities	$ 23,293	$ 8,110		$ 31,403
Commitments and contingencies (Note 8)				
Shareholders' equity:				
Ordinary shares, $0.000017100448 par value. 2,923,900,005 shares authorized as of June 30, 2023; 107,167,609 shares issued and outstanding as of June 30, 2023; 2,923,900,005 shares authorized as of December 31, 2022; 107,043,924 shares issued and outstanding as of December 31, 2022	2	—		2
Additional paid-in capital	741,246	—		741,246
Accumulated other comprehensive loss	(3,326)	—		(3,326)
Accumulated deficit	(516,191)	375,664	(b)	(140,527)
Total LianBio shareholders' equity	221,731	375,664		597,395
Non-controlling interest	33,774	(33,774)	(c)	—
Total shareholders' equity	255,505	341,890		597,395
Total liabilities and shareholders' equity	278,798	350,000		628,798

Unaudited Pro Forma Consolidated Statements of Operations and Comprehensive Loss
For the six months ended June 30, 2023
(In thousands, except share and per share amounts)

	Historical	Pro Forma Adjustments		Pro Forma
Operating expenses:				
Research and development	$ 20,285	$ (6,876)	(d)	$ 13,409
General and administrative	30,728	(1,999)	(d)	28,729
Total operating expenses	51,013	(8,875)		42,138
Loss from operations	(51,013)	8,875		(42,138)
Other income (expense):				
Interest income, net	5,160	—		5,160
Other (expense) income, net	825	—		825
Net loss before income taxes	(45,028)	8,875		(36,153)
Income tax (benefit) expense	638	—		638
Net loss	(45,666)	8,875		(36,791)
Other comprehensive income (loss):				
Foreign currency translation income (loss), net of tax	(1,577)	—		(1,577)
Unrealized gain (loss) on marketable securities, net of tax	291	—		291
Comprehensive loss	$ (46,952)	$ 8,875		$ (38,077)
Net loss per share attributable to ordinary shareholders, basic and diluted	$ (0.43)	$ 0.08		$ (0.34)
Weighted-average shares outstanding used in computing net loss per share attributable to ordinary shareholders, basic and diluted	107,163,220	107,163,220		107,163,220

Unaudited Pro Forma Consolidated Statements of Operations and Comprehensive Loss
For the twelve months ended December 31, 2022
(In thousands, except share and per share amounts)

	Historical	Pro Forma Adjustments		Pro Forma
Operating expenses:				
Research and development	$ 59,755	$ (22,921)	(e)	$ 36,834
General and administrative	65,598	(3,361)	(e)	62,237
Total operating expenses	125,353	(26,282)		99,071
Loss from operations	(125,353)	26,282		(99,071)
Other income (expense):				
Interest income, net	4,321	—		4,321
Other (expense) income, net	10,409	—		10,409
Net loss before income taxes	(110,623)	26,282		(84,341)
Income tax (benefit) expense	(333)	—		(333)
Net loss	(110,290)	26,282		(84,008)
Other comprehensive income (loss):				
Foreign currency translation income (loss), net of tax	(1,712)	—		(1,712)
Unrealized gain (loss) on marketable securities, net of tax	(894)	—		(894)
Comprehensive loss	$ (112,896)	$ 26,282		$ (86,614)
Net loss per share attributable to ordinary shareholders, basic and diluted	$ (1.02)	$ 0.24		$ (0.78)
Weighted-average shares outstanding used in computing net loss per share attributable to ordinary shareholders, basic and diluted	107,923,296	107,923,296		107,923,296

Unaudited Pro Forma Consolidated Statements of Operations and Comprehensive Loss
For the twelve months ended December 31, 2021
(In thousands, except share and per share amounts)

	Historical	Pro Forma Adjustments		Pro Forma
Operating expenses:				
Research and development	$ 158,692	$ (7,327)	(f)	$ 151,365
General and administrative	36,878	7,756	(g)	44,634
Total operating expenses	195,570	429		195,999
Loss from operations	(195,570)	(429)		(195,999)
Other income (expense):				
Interest income, net	243	—		243
Other (expense) income, net	(455)	—		(455)
Net loss before income taxes	(195,782)	(429)		(196,211)
Income tax (benefit) expense	518	—		518
Gain on disposal	—	383,774	(h)	383,774
Net loss	(196,300)	383,345		187,045
Other comprehensive income (loss):				
Foreign currency translation income (loss), net of tax	512	—		512
Unrealized gain (loss) on marketable securities, net of tax	54	—		54
Comprehensive loss	$ (195,734)	$ 383,345		$ 187,611
Net loss per share attributable to ordinary shareholders, basic and diluted	$ (5.71)	$ 11.15		$ 5.44
Weighted-average shares outstanding used in computing net loss per share attributable to ordinary shareholders, basic and diluted	34,394,622	34,394,622		34,394,622

NOTES TO PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Description of Transaction and Basis of Presentation

The unaudited pro forma consolidated balance sheet and statements of operations and comprehensive loss are based upon the historical consolidated financial statements of LianBio, which were included in its Quarterly Report on Form 10-Q for the six months ended June 30, 2023 and its Annual Report on Form 10-K for the years ended December 31, 2022 and December 31, 2021. Unless the context indicates otherwise, any reference in this report to the "Company," "we," "us," and "our" refers to LianBio.

On October 24, 2023, we executed an agreement (the "Termination Agreement") which represents the termination of the Exclusive License Agreement (the "License Agreement"), dated as of August 10, 2020, by and among LianBio, LianBio Licensing, LLC ("LianBio Licensing") and MyoKardia, Inc. ("MyoKardia"), the termination of the Development Supply Agreement, dated as of August 12, 2021, by and among LianBio, LianBio Licensing, Lian Cardiovascular Limited ("Lian Cardiovascular HK"), Shanghai LianBio Development Co., Ltd. ("Local Agent") and MyoKardia, the termination of the Development Quality Agreement, dated as of September 14, 2021, by and among MyoKardia, Lian Cardiovascular HK and Local Agent, the termination of the Pharmacovigilance Agreement, dated as of June 4, 2021, by and among Bristol-Myers Squibb Company ("BMS") and Lian Cardiovascular HK, the termination of the Supplemental Agreement for oHCM, dated as of February 25, 2023, by and among MyoKardia, LianBio, LianBio Licensing, Lian Cardiovascular, Lian Cardiovascular HK, and Local Agent, the termination of the Commercial Supply Agreement, dated as of June 2, 2023, by and among Lian Cardiovascular HK, LianBio Development (HK) Limited ("LianBio Development"), BMS and MyoKardia, the termination of the Quality Assurance Agreement (China), dated as of June 3, 2023, by and among LianBio Development, Lian Cardiovascular HK, Local Agent, BMS, Swords Laboratories Unlimited Company and Squibb Co. & Sons, L.L.C., the termination of the Quality Assurance Agreement (APAC), dated as of June 3, 2023, by and among LianBio Development, Lian Cardiovascular HK, BMS, Swords Laboratories Unlimited Company and Squibb Co. & Sons, L.L.C., the termination of the Supplemental Agreement for nHCM, dated as of August 11, 2023, by and among MyoKardia, LianBio, LianBio Licensing, Lian Cardiovascular HK and Local Agent, the termination of the Warrant to Purchase Ordinary Shares, dated as of August 10, 2020, by and among MyoKardia and Lian Cardiovascular, the termination of the Equity Holders' Agreement, dated as of August 10, 2020, by and among MyoKardia, LianBio and Lian Cardiovascular, the termination of the Amended and Restated Option Agreement, dated as of August 10, 2020, by and among LianBio, Lian Cardiovascular, Lian Oncology, MyoKardia and QED Therapeutics, Inc., and the termination of the Materials and Information Transfer Agreement, dated as of June 16, 2021, by and between MyoKardia and Lian Cardiovascular HK (collectively, the "Transaction") for cash consideration of $350 million. Additionally, the Company will be released from payment obligations of up to $127.5 million in remaining milestone payments under the License Agreement. These milestones have not been achieved as of the date of this report and will not have an impact on the financial statements. Pursuant to the Termination Agreement, the Company will perform certain transition activities to facilitate the transition of development and commercialization of mavacamten in the applicable territories to BMS.

The unaudited pro forma consolidated statements of operations reflect the operations and comprehensive loss of the Company as if the Termination Agreement had been executed on January 1, 2021 (the first day of our 2021 fiscal year). The unaudited pro forma consolidated balance sheet as of June 30, 2023 reflect such transaction as if it had been executed on that date.

Pro Forma Adjustments

The following pro forma adjustments are included in the unaudited pro forma consolidated balance sheet and /or the unaudited pro forma consolidated statement of operations and comprehensive loss:

(a) Reflects the $350 million termination fee of which $340 million was due within three (3) business days of closing and paid on October 26, 2023 and $10 million to be held in escrow which is classified as an 'Other receivable'.

(b) Reflects the gain on the Transaction, had the transaction occurred on June 30, 2023.

(c) Reflects the cancellation of the Warrants Agreement as part of the Transaction.

(d) Reversal of expenses attributable to mavacamten in the six months ended June 30, 2023, which included costs of mavacamten-related research and development activities, the wages and salaries of associated employees, and fees to mavacamten-related vendors.

(e) Reversal of expenses attributable to mavacamten in the year ended December 31, 2022, which included costs of mavacamten-related research and development activities, the wages and salaries of associated employees, and fees to mavacamten-related vendors.

(f) Reversal of expenses attributable to mavacamten in the year ended December 31, 2021, which included costs of mavacamten-related research and development activities, the wages and salaries of associated employees, and fees to mavacamten-related vendors.

(g) Represents the accrual of $8.1 million in additional transaction costs incurred by the Company subsequent to June 30, 2023. The remaining transaction costs of $83 thousand are included in the historical consolidated statement of operations and comprehensive loss of the Company for the six months ended June 30, 2023. These costs will not affect the Company's consolidated statement of operations and comprehensive loss beyond 12 months after the transaction date. The accrual is partially offset by the reversal of general and administrative expenses attributable to mavacamten in the year ended December 31, 2021, which included the wages and salaries of associated employees and fees to mavacamten-related vendors.

(h) Gain on disposal, had the Transaction occurred on January 1, 2021, including the reversal of the non-controlling interest associated with the Warrant Agreement, which was terminated as a result of the Transaction. No adjustment has been made to the sale proceeds to give effect to any potential transition period adjustments under the terms associated with the Transaction.