
**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): **April 11, 2024**

COLLEGIUM PHARMACEUTICAL, INC.

(Exact Name of Registrant as Specified in its Charter)

Virginia
(State or Other Jurisdiction
of Incorporation or Organization)

001-37372
(Commission File Number)

03-0416362
(IRS Employer Identification
No.)

**100 Technology Center Drive
Suite 300
Stoughton, MA 02072**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(781) 713-3699**

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, par value \$0.001 per share	COLL	The NASDAQ Global Select Market

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):

- 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))

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 April 11, 2024, Collegium Pharmaceutical, Inc. (the “Company”) issued a press release, a copy of which is attached hereto as Exhibit 99.1, announcing that it has called all \$26,350,000 aggregate principal amount of its outstanding 2.625% Convertible Senior Notes due 2026 (the “Notes”) for redemption on June 14, 2024 (the “Redemption Date”). The redemption price will be equal to 100% of the principal amount of each Note called for redemption, plus accrued and unpaid interest on such Note to, but excluding, the Redemption Date for such Note (the “Redemption Price”).

Notes called for redemption may be surrendered at any time before 5:00 p.m., New York City time, on June 13, 2024 (or, if the Company fails to pay the Redemption Price due on the Redemption Date in full, at any time until such time as the Company pays such Redemption Price in full) (the “Conversion Deadline”). The Company has elected to settle all conversions of Notes between now and the Conversion Deadline in cash.

This Current Report on Form 8-K is not a notice of redemption of the Notes. The redemption is being made solely pursuant to the Notice of Redemption, dated April 11, 2024, relating to the Notes.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
99.1	Press Release, dated April 11, 2024.
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.

Dated: April 11, 2024

Collegium Pharmaceutical, Inc.

By: /s/ Colleen Tupper

Name: Colleen Tupper

Title: Executive Vice President and Chief Financial Officer



Collegium Pharmaceutical, Inc. Announces Redemption of Outstanding 2.625% Convertible Senior Notes Due 2026

STOUGHTON, Mass, April 11, 2024 (GLOBE NEWSWIRE) – Collegium Pharmaceutical, Inc. (Nasdaq: COLL) (the “Company”), a leading, diversified specialty pharmaceutical company committed to improving the lives of people living with serious medical conditions, today announced that it has called all \$26,350,000 aggregate principal amount of its outstanding 2.625% Convertible Senior Notes Due 2026 (the “Notes”) (CUSIP No. 19459JAA2; ISIN No. US19459JAA25) for redemption on Friday, June 14, 2024 (the “Redemption Date”).

The redemption price will be payable in cash and equal to 100% of the principal amount of each Note called for redemption, plus accrued and unpaid interest on each such Note to, but excluding, the Redemption Date (the “Redemption Price”). For each \$1,000 principal amount of Notes, the Redemption Price is equal to approximately \$1,008.68. The Company’s redemption right in respect of the Notes arises pursuant to Section 4.03(B) of the indenture governing the Notes (the “Indenture”) as a result of the last reported sale price of the Company’s common stock (the “Common Stock”) exceeding 130% of the conversion price of the Notes during the required period of time.

Payment of the Redemption Price will be made upon presentation and surrender of the Notes to The Bank of New York Mellon Trust Company, N.A. (“BNYMTC”), in its capacity as paying agent under the Indenture (the “Paying Agent”), at the following address: The Bank of New York Mellon Trust Company, N.A., 2001 Bryan Street, 10th Floor, Dallas, Texas 75201, Attention: Transfers/Redemption/Payments. Notes held through The Depository Trust Company (“DTC”) should be presented and surrendered for redemption in accordance with DTC’s policies and procedures therefor.

On the Redemption Date, the Redemption Price will become due and payable upon each Note to be redeemed. Unless the Company defaults in making the payment of the Redemption Price, on and after the Redemption Date interest on the Notes will cease to accrue and the only remaining right of the holders of the Notes will be the right to receive the Redemption Price upon surrender of the Notes to be redeemed to the Paying Agent.

Holders of the Notes may surrender Notes to BNYMTC, in its capacity as conversion agent under the Indenture (the “Conversion Agent”), for conversion in accordance with the Indenture until immediately prior to 5:00 p.m. (New York City time) on the business day immediately before the Redemption Date (or, if the Company fails to pay the Redemption Price due on the Redemption Date in full, at any time until such time as the Company pays such Redemption Price in full) (the “Conversion Deadline”). The Company has elected to settle any such conversions of Notes in cash in accordance with the Indenture. The Conversion Agent’s address is: The Bank of New York Mellon Trust Company, N.A., 2322 French Settlement, Bldg 100 Dallas, TX 75212.



The sending of the notice of redemption to the holders of the Notes constituted a “Make-Whole Fundamental Change” under the Indenture, and therefore the conversion rate was required to be increased in accordance with the terms of the Indenture. The conversion rate reflecting such increase is 36.7815 shares of Common Stock per \$1,000 principal amount of Notes as of the date of this press release. This conversion rate will remain subject to adjustment in accordance with the Indenture from time to time for certain events.

This press release is neither an offer to sell nor a solicitation of an offer to buy the Notes or any other securities and shall not constitute an offer to sell or a solicitation of an offer to buy, or a sale of, the Notes or any other securities in any jurisdiction in which such offer, solicitation or sale is unlawful. No representation is made as to the correctness or accuracy of the CUSIP or ISIN numbers either as printed on the Notes or as contained in this press release.

About Collegium Pharmaceutical, Inc.

Collegium is a leading, diversified specialty pharmaceutical company committed to improving the lives of people living with serious medical conditions. Collegium’s headquarters are located in Stoughton, Massachusetts. For more information, please visit the Company’s website at www.collegiumpharma.com.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. We may, in some cases, use terms such as “predicts,” “forecasts,” “believes,” “potential,” “proposed,” “continue,” “estimates,” “anticipates,” “expects,” “plans,” “intends,” “may,” “could,” “might,” “should” or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. Examples of forward-looking statements contained in this press release include, among others, statements related to our payment of the Redemption Price on the Redemption Date and other statements that are not historical facts. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results, performance, or achievements to differ materially from the Company’s current expectations. These risks include, but are not limited to, the risks described under the heading “Risk Factors” in the Company’s Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q and its other filings with the Securities and Exchange Commission. Any forward-looking statements that the Company makes in this press release speak only as of the date of this press release. The Company assumes no obligation to update its forward-looking statements whether as a result of new information, future events or otherwise, after the date of this press release.

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