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 18, 2021

ATRECA, INC.
(Exact name of registrant as specified in its charter)

Delaware	**001-38935**	**27-3723255**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

835 Industrial Rd., Suite 400
San Carlos, California 94070
(Address of Principal Executive Offices) (Zip Code)

(650) 595-2595
(Registrant's telephone number, including area code)

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:

☐ 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, $0.0001 par value per share	BCEL	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 (§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 1.01. Entry into a Material Definitive Agreement.

On October 18, 2021, Atreca, Inc. (the "**Company**") entered into a License Agreement (the "**Agreement**") with the Bill & Melinda Gates Medical Research Institute (the "**Gates MRI**"), a nonprofit research institution wholly owned by the Bill & Melinda Gates Foundation (the "**Gates Foundation**"), whereby the Company granted the Gates MRI a limited, non-exclusive, royalty-free, fully paid-up license under certain of the Company's patents and know-how to develop and manufacture certain antibodies identified using the Company's discovery platform ("**Atreca Antibodies**") for the prevention and treatment of malaria caused by infection with Plasmodium falciparum (the "**Licensed Field**"), and to commercialize the Atreca Antibodies in certain developing countries (the "**Territory**"). The Gates MRI will control and make all final decisions with respect to the development, manufacture, and commercialization of the Atreca Antibodies in the Licensed Field in the Territory, at its own cost and expense. The Company will retain commercial rights outside the Territory.

Pursuant to certain pre-existing agreements between the Company and the Gates Foundation, the Gates Foundation provided funding for the development of the Company's antibody discovery technology, and the discovery of the Atreca Antibodies. Consistent with the rights granted to the Gates Foundation and its affiliates pursuant to such pre-existing agreements, and in furtherance of the Gates Foundation's charitable purpose and global access strategy, the licenses and other related rights granted to the Gates MRI pursuant to the Agreement are royalty-free and no payments will be owed to the Company by the Gates MRI or its affiliates, sublicensees, or contractors on account of the development, manufacture, and commercialization of the Atreca Antibodies in the Licensed Field in the Territory.

Pursuant to the Agreement, each party will share information and data specifically relating to the development and manufacture of Atreca Antibodies, including regulatory data and submissions ("**Shared Data**"). The Company has the right to use Gates MRI's Shared Data for internal research purposes without any payments to the Gates MRI. Additionally, the Gates MRI has granted the Company the right to use the Gates MRI's Shared Data for the development, manufacture, and commercialization of the Atreca Antibodies outside the Territory for commercial purposes (the "**Commercial License**"), which may be exercised by the Company at any time during the term of the Agreement upon written notification to the Gates MRI. If the Company exercises the Commercial License, the Company shall pay to the Gates MRI royalties on net sales of products containing the Atreca Antibodies developed or manufactured using the Gates MRI's Shared Data at a low single-digit royalty rate. In addition, the Company is obligated to pay the Gates MRI a specified percentage of certain consideration received in connection with the grant of any sublicense to the Gates MRI's Shared Data.

Unless earlier terminated, the term of the Agreement will continue until the last to expire of the patents licensed by the Company to the Gates MRI, or twenty years from the effective date if no such patent issues. The Agreement may be terminated by either party upon a material breach by the other party (subject to prior written notice and a cure period) or upon certain insolvency events, including bankruptcy proceedings. The Agreement includes standard and customary provisions regarding, among other things, compliance with laws and regulations, confidentiality, intellectual property, representation and warranties, liability, indemnification, and insurance.

The foregoing is only a summary of certain provisions of the Agreement and is qualified in its entirety by the terms of the Agreement, a copy of which will be filed as an exhibit to the Company's annual report on Form 10-K for the fiscal year ending December 31, 2021. Pursuant to Item 601(b)(10)(iv) of Regulation S-K, the Company intends to redact from the filed copy of the Agreement certain information that is both (i) not material and (ii) is the type of information that the Company treats as private or confidential.

Item 8.01. Other Events.

On October 21, 2021, the Company issued a press release announcing the Agreement between the Company and Gates MRI, a copy of which is attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	**Exhibit Description**
99.1	Press Release titled "Atreca Enters into Licensing Agreement with Bill & Melinda Gates Medical Research Institute to Develop a Monoclonal Antibody for the Prevention of Malaria," dated October 21, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Atreca, Inc.

Date: October 21, 2021

By: /s/ Courtney J. Phillips
Courtney J. Phillips
General Counsel and Corporate Secretary

EXHIBIT 99.1

Atreca Enters into Licensing Agreement with Bill & Melinda Gates Medical Research Institute to Develop a Monoclonal Antibody for the Prevention of Malaria

SAN CARLOS, Calif., Oct. 21, 2021 (GLOBE NEWSWIRE) -- Atreca, Inc. (Atreca) (NASDAQ: BCEL), a clinical-stage biotechnology company focused on developing novel therapeutics generated through a unique discovery platform based on interrogation of the active human immune response, today announced that it has entered into a licensing agreement with the Bill & Melinda Gates Medical Research Institute (the "Institute" or "Gates MRI") to develop MAM01/ATRC-501, a novel monoclonal antibody entering preclinical development, for the prevention of malaria. Under the agreement, Gates MRI will lead the development of MAM01/ATRC-501 and receive commercial rights in GAVI-eligible countries located in malaria-endemic regions of the world, to advance its charitable purposes. Atreca will retain commercial rights in the U.S., Europe and parts of Asia.

Malaria is a life-threatening, mosquito-borne disease that impacts regions of Central and South America, Africa, South and Southeast Asia, the Caribbean, the Middle East and Oceania with more than 94% of worldwide malaria cases and deaths occurring in the World Health Organization's (WHO) African Region. Despite multiple public health interventions, there were an estimated 229 million malaria cases and over 400,000 deaths in 2019 according to WHO[1]. Further reducing the global malaria burden will require the development and implementation of new prevention strategies, including the use of vaccines such as Mosquirix™ and antibody-based prophylaxis currently under development. To that end, a clinical study from the National Institutes of Health (NIH) recently published in the *New England Journal of Medicine* demonstrated that an antibody administered to healthy human adults can potentially prevent infection[2]. These data provide first proof of concept that an antibody-based prophylactic may protect humans against malaria infection for a period of time after dosing.

MAM01/ATRC-501 is an engineered version of a human monoclonal antibody generated following vaccination with Mosquirix™ and identified via Atreca's discovery platform. MAM01/ATRC-501 targets the malaria circumsporozoite protein (CSP) and has been shown to protect animals against malaria infection in multiple *in vivo* mouse studies.

Gates MRI plans to undertake development efforts for MAM01/ATRC-501 for prevention of malaria in infant and pediatric populations in malaria endemic regions. Potential product development opportunities for Atreca include prevention of malaria for those traveling to regions where malaria may be circulating. Current malaria prophylaxis agents for travelers are small molecule drugs that can be poorly tolerated and require repeat dosing, which may lead to suboptimal compliance.

"Today's announcement is the result of an extensive collaboration to identify protective antibodies against malaria that we initiated with the Bill & Melinda Gates Foundation in 2013 and which has involved multiple research organizations and academic institutions as collaborators," said John Orwin, President and CEO of Atreca. "We are excited that the Institute has decided to move forward with the development of MAM01/ATRC-501. While our current drug discovery efforts focus on oncology, malaria prevention remains a major unmet medical need, and we are proud and gratified to be collaborating with the Institute on a potential antibody-based prophylactic."

"Tackling the public health challenges posed by malaria is a priority for our Institute," said Emilio Emini Ph.D., CEO of the Bill & Melinda Gates Medical Research Institute. "We are pleased to enter into this agreement for Atreca's potential antibody prophylactic intervention that could provide prolonged protection against malaria infection."

References

1. https://www.who.int/news-room/fact-sheets/detail/malaria
2. Gaudinski *et* al, 2021 NEJM. https://www.nejm.org/doi/full/10.1056/NEJMoa2034031

About Atreca, Inc.
Atreca is a biopharmaceutical company developing novel antibody-based immunotherapeutics generated by its differentiated discovery platform. Atreca's platform allows access to an unexplored landscape in oncology through the identification of unique antibody-target pairs generated by the human immune system during an active immune response against tumors. These antibodies provide the basis for first-in-class therapeutic candidates, such as our lead product candidate ATRC-101. A Phase 1b study evaluating ATRC-101 in multiple solid tumor cancers is currently enrolling patients. For more information on Atreca, please visit www.atreca.com.

Atreca Forward-Looking Statements
Statements contained in this press release regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include, but are not limited to, statements about our plans, objectives, representations and contentions and typically are identified by use of terms such as "continued," "anticipate," "potential," "expect," "believe," "planned," and similar words, although some forward-looking statements are expressed differently. These statements include those related to our strategy and future plans, including statements regarding the development of MAM01/ATRC-501, including its product development opportunities for prevention of malaria for those traveling to malaria regions, the potential for an antibody-based prophylactic to protect humans against malaria for a period of time after dosing, the potential suboptimal compliance with current malaria prophylaxis, the development of ATRC-101, and our preclinical, clinical and regulatory plans and the timing thereof. Our actual results may differ materially from those indicated

in these forward-looking statements due to risks and uncertainties related to the initiation, timing, progress and results of our research and development programs, preclinical studies, clinical trials, regulatory submissions, and other matters that are described in our filings with the Securities and Exchange Commission (SEC) and available on the SEC's website at www.sec.gov, including in the "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" sections of our most recently filed annual report on Form 10-K and quarterly report on Form 10-Q. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release, and we undertake no obligation to update any forward-looking statement in this press release, except as required by law.

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