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): December 19, 2017

Aviragen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation) 001-35285 (Commission File Number) 59-1212264 (I.R.S. Employer Identification No.)

2500 Northwinds Parkway, Suite 100 Alpharetta, GA (Address of principal executive offices)

30009 (Zip Code)

Registrant's telephone number, including area code (678) 221-3350

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))

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

Emerging growth company \Box

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.

Attached hereto as Exhibit 99.1 is an investor presentation that Aviragen Therapeutics, Inc. and Vaxart, Inc. ("Vaxart") plan to present to certain investors in meetings with management

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

99.1 Aviragen Therapeutics Inc. and Vaxart, Inc. Investor Presentation

Forward-Looking Statements

This communication contains forward-looking statements (including within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended) concerning Aviragen Therapeutics, Inc. ("Aviragen"), Vaxart, the merger of Agora Merger Sub, Inc., a Delaware corporation, with and into Vaxart, with Vaxart becoming a wholly-owned subsidiary of Aviragen and the surviving corporation of the merger (the "Merger") and other matters. These statements may discuss goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the management of Aviragen, as well as assumptions made by, and information currently available to, management. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "should," "expect," "anticipate," "plan," "likely," "believe," "estimate," "project," "intend," and other similar expressions among others. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: the risk that the conditions to the closing of the Merger are not satisfied, including the failure to timely or at all obtain stockholder approval for the Merger; uncertainties as to the timing of the consummation of the Merger and the ability of each of Aviragen and Vaxart to consummate the Merger; risks related to Aviragen's ability to correctly estimate its operating expenses and its expenses associated with the Merger; risks related to the market price of Aviragen's common stock relative to the exchange ratio; the ability of Aviragen or Vaxart to protect their respective intellectual property rights; competitive responses to the Merger; unexpected costs, charges or expenses resulting from the Merger; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the Merger; provisions in certificate of incorporation, bylaws and laws of Delaware containing provisions that could delay or discourage a change in control of the Company; and legislative, regulatory, political and economic developments. The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in Aviragen's most recent Annual Report on Form 10-K, and Aviragen's recent Quarterly Report on Form 10-Q and Current Reports on Form 8-K filed with the SEC. Aviragen can give no assurance that the conditions to the Merger will be satisfied. Except as required by applicable law, Aviragen undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

No Offer or Solicitation

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction pursuant to the Merger or otherwise, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended. Subject to certain exceptions to be approved by the relevant regulators or certain facts to be ascertained, the public offer will not be made directly or indirectly, in or into any jurisdiction where to do so would constitute a violation of the laws of such jurisdiction, or by use of the mails or by any means or instrumentality (including without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or any facility of a national securities exchange, of any such jurisdiction.

Important Additional Information Will be Filed with the SEC

In connection with the proposed transaction between Aviragen and Vaxart, Aviragen intends to file relevant materials with the SEC, including a registration statement containing a proxy statement and prospectus, the initial filing of which was made with the SEC on December 12, 2017. AVIRAGEN URGES INVESTORS AND STOCKHOLDERS TO READ THESE MATERIALS CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT AVIRAGEN, THE MERGER AND RELATED MATTERS. Investors and shareholders will be able to obtain free copies of the proxy statement, prospectus and other documents filed by Aviragen with the SEC (when they become available) through the website maintained by the SEC at www.sec.gov. In addition, investors and shareholders will be able to obtain free copies of the proxy statement, prospectus and other documents filed by Aviragen Therapeutics, Inc., 2500 Northwinds Parkway, Suite 100, Alpharetta, Georgia 30009, Attention: Corporate Secretary or delivered via e-mail to investors@aviragentherapeutics.com. Investors and stockholders are urged to read the proxy statement, prospectus and the other relevant materials when they become available before making any voting or investment decision with respect to the Merger.

Participants in the Solicitation

Aviragen and Vaxart, and each of their respective directors and executive officers and certain of their other members of management and employees, may be deemed to be participants in the solicitation of proxies in connection with the Merger. Information about Aviragen's directors and executive officers is included in Aviragen's Annual Report on Form 10-K for the year ended June 30, 2017, filed with the SEC on September 1, 2017, and the Form 10-K/A filed with the SEC on October 20, 2017. Additional information regarding these persons and their interests in the Merger will be included in the proxy statement relating to the Merger when it is filed with the SEC. These documents can be obtained free of charge from the sources indicated above.

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.

Aviragen Therapeutics, Inc.

Date: December 19, 2017

/s/ Joseph M Patti

 Name:
 Joseph M Patti

 Title:
 Chief Executive Officer and President (Duly Authorized Officer)

Exhibit 99.1 Filed by Aviragen Therapeutics, Inc. Pursuant to Rule 425 under the Securities Act of 1933, as amended And deemed filed pursuant to Rule 14a-12 Of the Securities Exchange Act of 1934, as amended

> Subject Company: Aviragen Therapeutics, Inc. Commission File No.: <u>001-35285</u>

Proposed Merger Presentation





December 19, 2017

UNLOCKING THE FULL POTENTIAL OF ORAL VACCINES

Safe Harbor



This presentation contains forward-looking statements about Aviragen Therapeutics, Inc. and Vaxart Inc., and their respective businesses, business prospects, strategy and plans, including but not limited to statements regarding anticipated preclinical and clinical drug development activities and timelines and market opportunities. All statements other than statements of historical facts included in this presentation are forward looking statements. The words "anticipates," "may," "can," "plans," "believes," "estimates," "expects," "projects," "intends," "likely," "will," "should," "to be," and any similar expressions or other words of similar meaning are intended to identify those assertions as forward-looking statements. These forward-looking statements involve substantial risks and uncertainties that could cause actual results to differ materially from those anticipated. Factors that may cause actual results to differ materially from such forward-looking statements include those identified under the caption "Risk Factors" in the documents filed by Aviragen with the Securities and Exchange Commission from time to time, including its Proxy/Prospectus on Form S-4, Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Except to the extent required by applicable law or regulation, neither Aviragen nor Vaxart undertakes any obligation to update the forward-looking statements included in this presentation to reflect subsequent events or circumstances.

Additional Information About the Merger and Where to Find It



In connection with the merger, Aviragen and Vaxart have filed relevant materials with the Securities and Exchange Commission, or the SEC, including a registration statement on FORM S-4 that contains a prospectus and a joint proxy statement. Investors and security holders of Aviragen and Vaxart are urged to read these materials because they contain important information about Aviragen, Vaxart and the merger. The proxy statement, prospectus and other relevant materials, and any other documents filed by Aviragen with the SEC, may be obtained free of charge at the SEC web site at <u>www.sec.gov</u>. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Aviragen by directing a written request to: Aviragen Therapeutics, Inc. 2500 Northwinds Parkway, Suite 100, Alpharetta, GA 30009, Attention: Investor Relations. Investors and security holders are urged to read the proxy statement, prospectus and the other relevant materials before making any voting or investment decision with respect to the merger.

This communication shall not constitute an offer to sell or the solicitation of 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 of 1933, as amended.

Participants in the Solicitation

Aviragen and its directors and executive officers and Vaxart and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Aviragen in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the merger are included in the proxy statement/prospectus referred to above. Additional information regarding the directors and executive officers of Aviragen is also included in Aviragen Annual Report on Forms 10-K and 10-K/A for the year ended June 30, 2017. This document is available free of charge at the SEC web site (www.sec.gov) and from Investor Relations at Aviragen at the address described above.



- To create a biotech company with prospects for maximizing near-term and long-term value for our combined shareholders
- To access a proprietary technology platform, with broad applicability in the industry, in order to provide new medical benefits for patients in multiple therapeutic areas
- To use Aviragen's cash resources to provide shareholders with a fair percentage of the combined company and the opportunity to participate in a company with significant high-growth potential

Why Vaxart?



- We believe that Vaxart has a very compelling value proposition for our shareholders with its oral vaccine delivery capabilities to disrupt and take over the well-established injectable vaccine market and more importantly, launch new vaccine options
- Vaxart has delivered clinical proof of efficacy from its recently completed Phase 2 influenza challenge trial, and its Phase 1 norovirus immunogenicity study and we believe these data significantly de-risked its platform
- The combined company will be well-funded to advance its norovirus and HPV antiviral vaccine programs, and together with BTA074, the combined companies are poised to provide meaningful value-creating data readouts
- Vaxart's team has broad experience in antiviral drug and vaccine development to drive forward the combined pipeline



Merged Company

- Aviragen stockholders 40% / Vaxart stockholders 60%
 - Aviragen Therapeutics, Inc. valuation \$60M
 - Vaxart, Inc. valuation \$90M
- Company name will be Vaxart
 - Proposed NASDAQ ticker "VXRT"
 - Seven board members; three from Aviragen
- Well-financed to achieve key near-term value creating milestones that include the BTA074 Phase 2 data and the Phase 2 norovirus challenge data
- Expected to close Q1 2018





INNOVATIVE VACCINE PLATFORM

- Designed for wide range of recombinant antigens
- Broad immune responses
 Systemic & mucosal
- Significant platform benefits
 - Manufacturing
 - Regulatory

TABLET OFFERS IMPORTANT ADVANTAGES

- Ease of distribution, administration
- Patient acceptance
- Does not need to fit normal vaccine immunization schedules or "share needles"

HIGH VALUE PIPELINE

- Norovirus Vaccine
 100% responders in Phase 1b
- Flu Phase 2 challenge study
 BARDA funded (\$15.7M)
 Proof of efficacy
- First therapeutic vaccine for HPV

Robust Antiviral Clinical Pipeline Focused on Both Prophylactic and Therapeutic Products



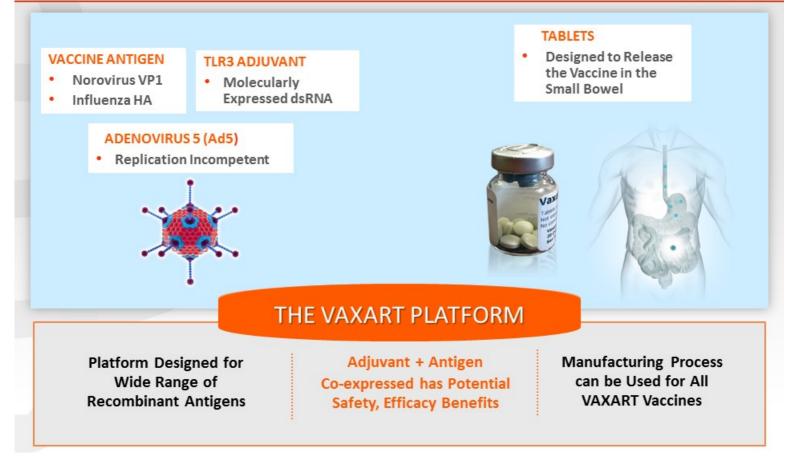
| T-61-+ 1/ | Trials Conducted to Date or in Progress | | | | | |
|----------------------------|---|---------|---------|---------|----------|--|
| Tablet Vaccine | Preclinical | Phase 1 | Phase 2 | Phase 3 | Marketed | |
| Prophylactic | | | | | | |
| Norovirus 1) | | | | | | |
| Influenza ²⁾ | | | | | | |
| RSV | | | | | | |
| Therapeutic | | | | | | |
| HPV Vaccine | | | | | | |
| Small Molecules | | | | | | |
| HPV (BTA074) | | | | | | |
| Rhinovirus (Vapendavir) | | | | | | |
| RSV (non-F) | | | | | | |
| Inavir® | | | | | | |
| Relenza® | | | | | | |

Monovalent H1 flu vaccine completed phase 2 Proof of Concept efficacy study. Flu program to be partnered.

Innovative Vaccine Platform

Non-Replicating Ad5 Co-Delivers Genes coding for Antigen + Adjuvant

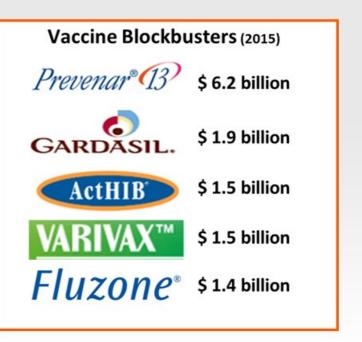








- FT, April 26 2016
- Vaccine Growth Trends
 - Innovation
 - Elderly/Adult Vaccination
 - Vaccination for New Diseases
 - Emerging Market Expansion
- Vaxart Platform: Engine for Hi-Value Vaccines
 - Infectious Disease and Cancer



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• A single dose administration of one of the following

- Arm 1: Vaxart Tablet Vaccine + placebo IM injection (n=60+10)
- Arm 2: QIV injection + oral placebo tablet (n=60+12)
- Arm 3: Placebo IM injection + oral placebo tablet (n=30+6)
- Challenge at Day 90-120 post-randomization

Primary endpoint: Reduction of PCR-confirmed influenza illness

- illness is defined as subjects experiencing at least one day with *symptoms among the acute influenza symptoms on the Flu-PRO; and
- laboratory-confirmed infection

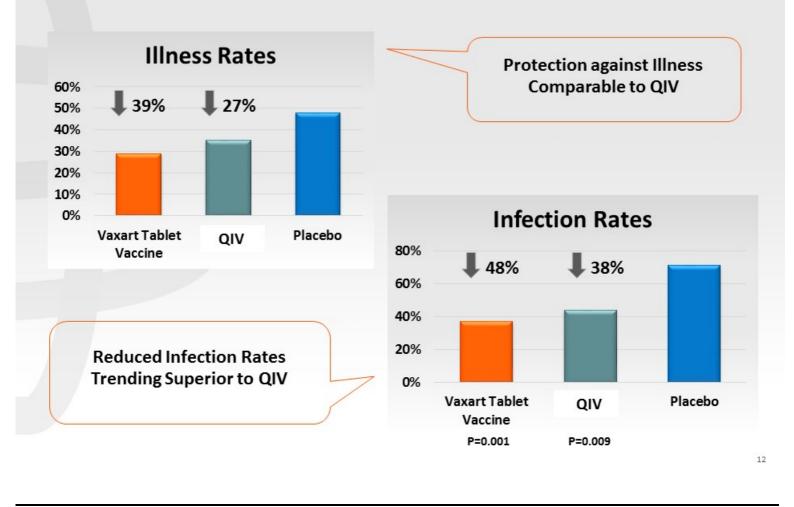
Additional post-hoc analysis: reduction of infection

Detectable shedding by qRT-PCR, anytime after 36 hours post-challenge

Funded by HHS/ASPR/BARDA

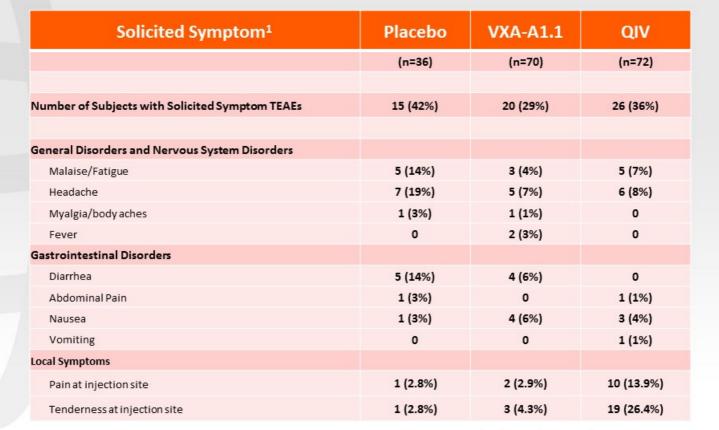
\$15.7 Million, contract no.: HHSO 100201500034C





Safety & Tolerability: Solicited Symptoms

Oral Tablet Vaccine was Well Tolerated

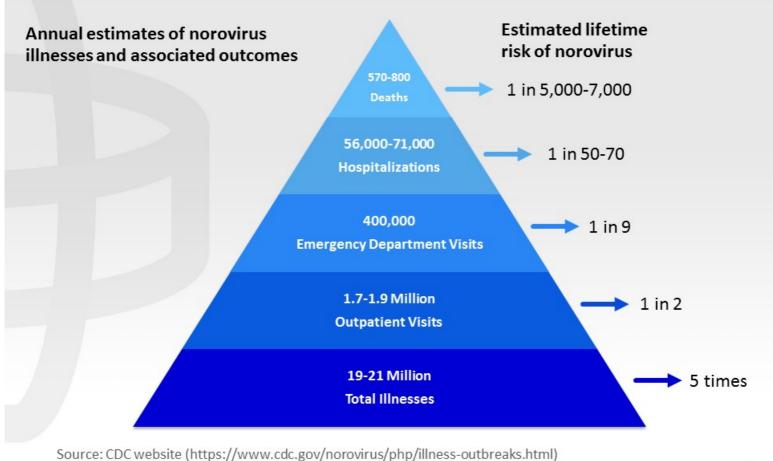


¹ Selected Categories



Norovirus is a Significant Cause of Disease in the U.S.





Norovirus: Oral Tablet Vaccine is a Key Differentiator





1) Sources: CDC Norovirus Illness: Key Facts

Mucosal Immunity Important For Protection Against Norovirus

 Correlates of protection from human challenge studies: rapid induction of mucosal IgA, serum IgA (Atmar, et al, CVI, 2015. Ramani, et al, *PlosPathogens* 2016)

IgA is Putative Mechanism of Protection

- IgA neutralizes the virus locally in the gut: first line
- Head to head comparison between IgG, mIgA, dIgA suggests IgA is a more potent neutralizing isotype (Sapparapu, et al, *PlosPathogens* 2016)

Vaccine Development

- GI and GII genotypes cause majority of disease
- Bivalent annual vaccine to cover GI.1 and GII.4 strains
- Vaxart and Takeda only companies in clinical trials

Commercial Strategy

- Add-on to annual influenza vaccination
- Targeted population based approach

Norovirus GI.1 - Phase 1b (Study 102) Open Label, Dose and Schedule Optimization Study



Study Objectives:

- Primary: To further determine the <u>safety</u> of an oral tableted VXA-G1.1-NN norovirus vaccine with different dosing regimens
- Secondary: To determine the <u>immunogenicity</u> of a VXA-G1.1-NN norovirus vaccine at multiple dose levels and dosing schedules

Four cohorts receiving different dose levels, dosing regimens

- 60 healthy adults age 18 49, four groups of 15 subjects each
- Three low dose cohorts
- One high dose cohort

Phase 1 Norovirus Solicited Symptoms Most Events Mild in Severity (Days 0 - 7)



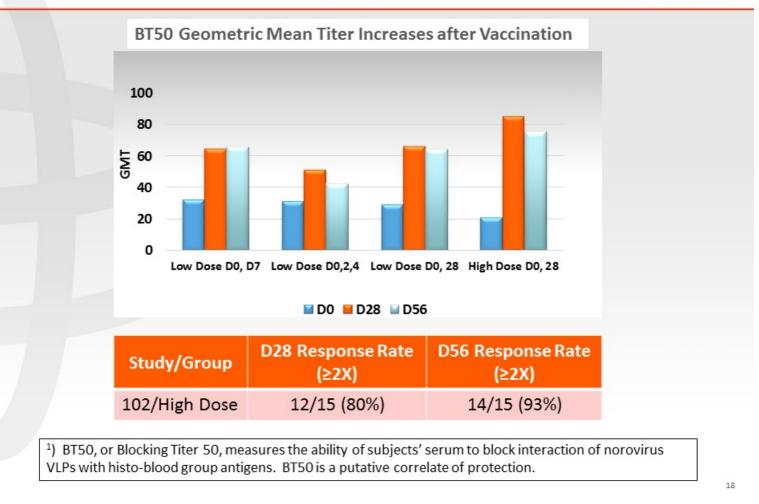
| Solicited Symptom | Cohort 1 | Cohort 2 | Cohort 3 | Cohort 4 |
|---|----------|----------|----------|----------|
| | (n=15) | (n=15) | (n=15) | (n=15) |
| | | | | |
| Number of Subjects with Solicited Symptom TEAEs | 5 (33%) | 8 (53%) | 11 (73%) | 3 (20%) |
| | | | | |
| Gastrointestinal Disorders | | | | |
| Diarrhea | 0 | 1 (7%) | 5 (33%) | 1 (7%) |
| Abdominal Pain | 1 (7%) | 1 (7%) | 3 (20%) | 1 (7%) |
| Nausea | 1 (7%) | 2 (13%) | 2 (13%) | 0 |
| General Disorders and Nervous System Disorders | | | | |
| Malaise | 2 (13%) | 0 | 2 (13%) | 1 (7%) |
| FeelingHot | 0 | 1 (7%) | 0 | 0 |
| Headache | 4 (27%) | 7 (47%) | 9 (60%) | 1 (7%) |

Unsolicited AEs (Days 0 – 28): no remarkable findings; most events mild
 No Serious Adverse Events

Cohort 1:Low Dose, Day 0, 7Cohort 3:Low Dose, Day 0, 28Cohort 2:Low Dose, Day 0, 2, 4Cohort 4:High Dose, Day 0, 28

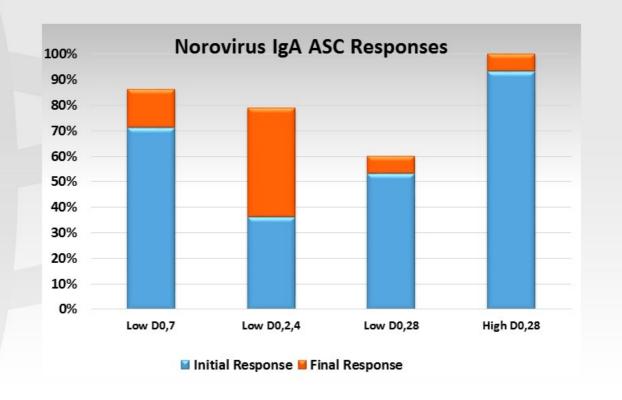
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> 90% of Subjects in High Dose Group Responded by BT50¹ ~ 4-Fold Increase in BT50 Titers at Day 28/56



All Subjects in High Dose Group Responded by IgA-ASC, a Marker of Mucosal Immunity





ASC = Antibody Secreting Cells

Norovirus Oral Tablet Vaccine Results



Vaccine was well-tolerated

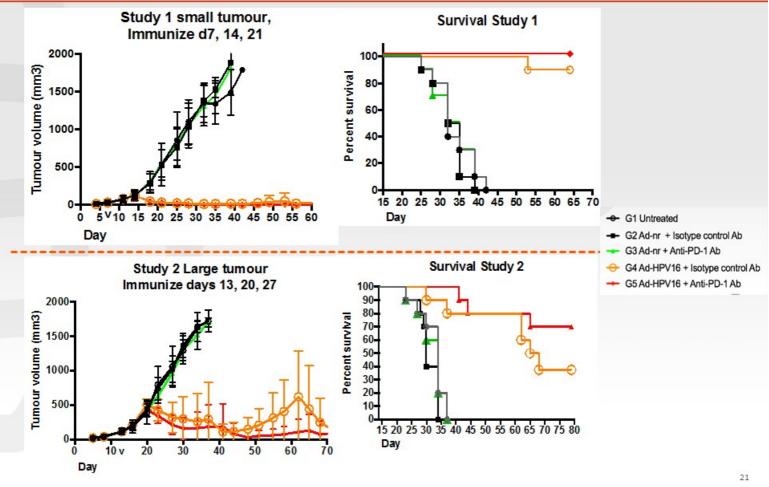
- Solicited symptoms were mostly mild in severity
- Headache was the most frequently reported adverse event

Vaccine creates broad immune responses

- Heavily skewed toward mucosal IgA important correlate of protection for norovirus
- Substantial increase in the memory cell populations, particularly memory IgA
- Long-term persistent intestinal immune response fecal IgA

Efficacy in HPV-derived Tumor Model in Mice (TC-1)





Safety and Broad Immune Responses in Multiple Trials More than 300 Subjects Dosed to Date



CLINICAL TRIALS Tablet Vaccines



Purpose:

- Safety
- Immunogenicity
- Dose ranging
- Efficacy

| | Flu | RSV | Norovirus | | | |
|--|-----|-----|-----------|--|--|--|
| SUBJECTS DOSED | 176 | 46 | 106 | | | |
| SAFETY | | | | | | |
| Favorable safety and tolerability profile | | | | | | |
| EFFICACY | | | | | | |
| Reduction in influenza illness comparable with the leading marketed quadrivalent intramuscular influenza vaccine | | | | | | |
| BROAD IMMUNE RESPONSES | | | | | | |
| Serum neutralizing antibodies (IgG) | | | | | | |
| Mucosal homing B cells (IgA) | | | | | | |
| T cells | | | | | | |

BTA074: First-in-Class Direct-Acting Antiviral Treatment for Condyloma



BTA074 (teslexivir) is a first-in-class direct-acting topical antiviral for the treatment of condyloma, or anogenital warts, caused by human papillomavirus (HPV) types 6 & 11

HPV infection

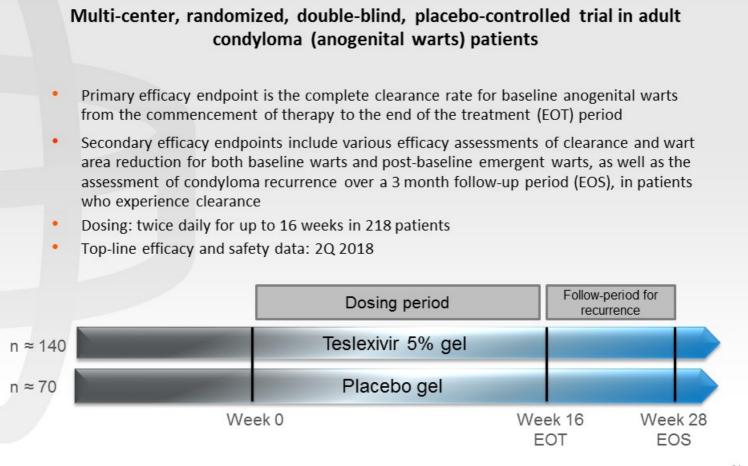
- Most frequent sexually transmitted viral disease worldwide
- Anogenital warts are the most common clinical manifestation of HPV infection
- Highly infectious and transmitted to partner approximately 65% of the time

Current treatments are suboptimal

- Current therapies do not directly treat the HPV infection
- Topical treatments exhibit significant local skin toxicities and have low clearance rates
- Physician-applied treatments involve multiple visits and are often painful



Teslexivir Phase 2 CT4 Trial



Recently Completed

- Q3 2017 Reported positive top-line data from Phase 1b norovirus vaccine safety and immunogenicity trial
- Q3 2017 Reported positive top-line data from Phase 2 influenza vaccine challenge trial
- ✓ Q4 2017 Completed enrollment in Phase 2 CT4 trial with BTA074

Upcoming

- Q2 2018 Top-line efficacy results from Phase 2 CT4 trial
- 1H 2018 Initiate norovirus titration study
- 1H 2018 File IND for bivalent norovirus vaccine
- 2H 2018 Initiate Phase 2 norovirus challenge trial
- 2H 2018 Initiate Phase 1 safety and immunogenicity study with bivalent norovirus vaccine
- 2H 2018 File IND for HPV therapeutic vaccine



Veteran Management Team with Deep Experience in Vaccines and Immunology



| MANAGEMENT TEAM | RELEVANT EXPERIENCE (YEARS) | COMPANIES | EXPERTISE |
|-------------------------------------|-----------------------------------|---|---|
| WOUTER LATOUR, MD MBA CEO | 20 | SmithKline Beecham | Vaccines, Mucosal Delivery of Biopharmaceuticals |
| SEAN TUCKER, PHD Founder and CSO | 20 | | Mucosal Immunology Gene Delivery |
| DAVE INGAMELLS VP Manufacturing | 25 | Genentech IDEC SAFC [®] BIOMARIN OPTIME | GMP Manufacturing, Process Development Adenoviral Vectors |
| DAVE LIEBOWITZ, MD PHD CMO | 25 | IMMUNEX AMCEN Vivaldi Biosciences | Cancer, Immunology, Flu Vaccines |
| JOHN HARLAND, CPA MBA CFO | 25 | TRINITY | Biotech, Devices, Multiple Financing |