
**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 7, 2017

Mast Therapeutics, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32157
(Commission File Number)

84-1318182
(IRS Employer
Identification No.)

**3611 Valley Centre Drive, Suite 500,
San Diego, CA**
(Address of Principal Executive Offices)

92130
(Zip Code)

Registrant's Telephone Number, Including Area Code: (858) 552-0866

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 Instructions 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On April 7, 2017, the board of directors (the “Board”) of Mast Therapeutics, Inc. (the “Company”) authorized the Company to transfer the listing of its common stock from the NYSE MKT LLC (the “NYSE MKT”) to The Nasdaq Stock Market LLC (“Nasdaq”) in connection with the Company’s proposed business combination (the “Merger”) with Savara Inc. (“Savara”). Pending completion of the Merger, the combined company’s common stock has been approved for listing on The Nasdaq Capital Market, and on April 7, 2017, the Company provided written notice to the NYSE MKT of its intention to voluntarily delist its common stock from the NYSE MKT and to list its common stock on Nasdaq effective on the first trading day after the closing of the Merger. The Company’s common stock is expected to trade under the ticker symbol “MSTX” on the NYSE MKT until the closing of the Merger and commence trading on The Nasdaq Capital Market under the ticker symbol “SVRA” the first business day following the closing of the Merger.

In connection with the transfer to Nasdaq, Savara agreed to waive the Company’s obligation to prepare and submit to the NYSE MKT a listing application and the condition to the closing of the Merger that such listing application shall have been approved.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

The information included in Item 1.01 above is incorporated by reference.

Item 7.01 Regulation FD Disclosure.

On April 10, 2017, the Company issued a press release announcing the transfer of the listing to Nasdaq, a copy of which is furnished as Exhibit 99.1 to this report.

The information in Item 7.01 and in Exhibit 99.1 furnished herewith 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 incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Additional Information about the Merger and Where to Find It

In connection with the Merger, the Company has filed relevant materials with the Securities and Exchange Commission (“SEC”), including a registration statement on Form S-4 that contains a proxy statement, prospectus and information statement. The registration statement was declared effective by the SEC on March 15, 2017. The proxy statement/prospectus/information statement, other relevant materials, and any other documents filed by the Company with the SEC may be obtained free of charge at the SEC web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed by the Company with the SEC by directing a written request to: Mast Therapeutics, Inc., 3611 Valley Centre Drive, Suite 500, San Diego, CA 92130, Attention: Investor Relations. Investors and security holders are urged to read the proxy statement/prospectus/information statement 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

The Company and its directors and executive officers and Savara and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of the Company in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the merger is included in the proxy statement/prospectus/information statement referred to above. Additional information regarding the directors and executive officers of the Company is also included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2016, which was filed with the SEC on March 6, 2017. These documents are available free of charge at the SEC web site (www.sec.gov) and from the Company, Attn: Investor Relations, at the address described above.

Item 9.01 Financial Statements and Exhibits.

Reference is made to the Exhibit Index included with this Current Report on Form 8-K.

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.

Mast Therapeutics, Inc.

Date: April 10, 2017

By: /s/ Brandi L. Roberts

Brandi L. Roberts

Chief Financial Officer and Senior Vice President

Exhibit Index

**Exhibit
Number**

Description

99.1 Press release, dated April 10, 2017



MAST THERAPEUTICS AND SAVARA ANNOUNCE APPROVAL TO LIST COMMON STOCK ON THE NASDAQ CAPITAL MARKET

Special Meeting of Mast Therapeutics Stockholders to Be Held on April 21, 2017

SAN DIEGO, CA and AUSTIN, TX – April 10, 2017 – Mast Therapeutics, Inc. (NYSE MKT: MSTX) and Savara Inc., a privately-held, clinical-stage specialty pharmaceutical company focused on the development and commercialization of novel therapies for the treatment of serious or life-threatening rare respiratory diseases, announced today that, pending completion of their proposed merger, the combined company's common stock has been approved for listing on the Nasdaq Capital Market under the symbol "SVRA." Trading on the Nasdaq Capital Market is expected to commence on the first business day after completion of the merger. Mast's common stock is expected to continue to trade on the NYSE MKT until completion of the merger. Mast has provided notification to the NYSE MKT of its intent to voluntarily withdraw its common stock from listing and trading on NYSE MKT in connection with the completion of the merger and the move to Nasdaq.

"As home to many innovative and growth-oriented life science companies, Nasdaq is a natural fit for Savara," said Rob Neville, Chief Executive Officer of Savara. "We believe the move to Nasdaq will provide strong visibility for our stock, good trading liquidity in our shares, and provide the company with greater exposure to institutional investors."

Mast will hold a special meeting of its stockholders to vote on matters related to the proposed merger with Savara on April 21, 2017 at 9:00 a.m. Pacific Time. Mast's stockholders of record as of the close of business on March 13, 2017 are entitled to receive notice of, and to vote at, the special meeting. The merger is expected to close promptly after the Mast special meeting, subject to the approval of the Mast stockholders and the satisfaction or waiver of the other closing conditions in the merger agreement between the companies.

The merger has been unanimously approved by the boards of directors of both companies and Mast urges its stockholders to vote **"FOR"** the merger and the other proposals set forth in the proxy statement/prospectus/ information statement dated March 15, 2017, a copy of which has been provided to Mast stockholders of record as of March 13, 2017. **Not voting is the same as voting against the transaction.** Given that Mast stockholder approval must exceed 50% of Mast's outstanding common stock as of the record date, every vote in favor of each proposal is extremely important no matter how many or how few shares you own. **Please vote TODAY!**

***THE MERGER WILL NOT GO FORWARD UNLESS
THE MERGER, REVERSE STOCK SPLIT AND NAME CHANGE PROPOSALS
ARE ALL APPROVED.***

If you are a Mast stockholder and you have questions or require assistance in submitting your proxy or voting your shares, please contact Mast's proxy solicitor:

ADVANTAGE PROXY, INC.
Toll Free: 1-877-870-8565
Collect: 1-206-870-8565
Email: ksmith@advantageproxy.com

About Mast Therapeutics

Mast Therapeutics, Inc. is a publicly traded biopharmaceutical company headquartered in San Diego, California. Mast's lead product candidate, AIR001, is a sodium nitrite solution for intermittent inhalation via nebulization in Phase 2 clinical development for the treatment of heart failure with preserved ejection fraction (HFpEF). More information can be found on Mast's web site at www.masttherapeutics.com. Mast Therapeutics™ and the corporate logo are trademarks of Mast Therapeutics, Inc.

About Savara

Savara Inc. is a clinical-stage specialty pharmaceutical company focused on the development and commercialization of novel therapies for the treatment of serious or life-threatening rare respiratory diseases. Savara's pipeline comprises AeroVanc, a Phase 3 ready inhaled vancomycin, and Molgradex, a Phase 2/3 stage inhaled granulocyte-macrophage colony-stimulating factor, or GM-CSF. Savara's strategy involves expanding its pipeline of best-in-class products through indication expansion, strategic development partnerships and product acquisitions, with the goal of becoming a leading company in its field. Savara's management team has significant experience in orphan drug development and pulmonary medicine, in identifying unmet needs, creating and acquiring new product candidates, and effectively advancing them to approvals and commercialization. More information can be found at www.savarapharma.com.

Additional Information about the Proposed Merger and Where to Find It

In connection with the proposed merger, Mast Therapeutics has filed relevant materials with the Securities and Exchange Commission, or the SEC, including a registration statement on Form S-4 that contains a proxy statement, prospectus and information statement. The registration statement was declared effective by the SEC on March 15, 2017. The proxy statement/prospectus/information statement and other relevant materials, and any other documents filed by Mast with the SEC, may be obtained free of charge at the SEC web site at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by Mast by directing a written request to: Mast Therapeutics, Inc. 3611 Valley Centre Drive, Suite 500, San Diego, California 92130, Attn: Investor Relations. Investors and security holders of Mast and Savara are urged to read the proxy statement/prospectus/information statement and other relevant materials before making any voting or investment decision with respect to the proposed 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 in connection with the proposed merger 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

Mast and its directors and executive officers and Savara and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Mast and Savara in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the proposed merger is included in the proxy statement/prospectus/information statement referred to above. Additional information regarding the directors and executive officers of Mast is also included in Mast's Annual Report on Form 10-K for the year ended December 31, 2016, which was filed with the SEC on March 6, 2017. These documents are available free of charge at the SEC web site (www.sec.gov) and from Investor Relations at Mast at the address described above.

Forward Looking Statements

Mast and Savara caution you that statements in this press release that are not a description of historical fact are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements may be identified by the use of words referencing future events or circumstances such as "expect," "intend," "plan," "anticipate," "believe," and "will," among others. Such statements include, but are not limited to, statements regarding the structure, timing and completion of the proposed merger; expectations regarding listing and trading of Mast's common stock on the NYSE MKT and of the combined organization's common stock on the Nasdaq Capital Market; the capitalization, resources, ownership structure of the combined organization; the nature, strategy and focus of the combined organization; the safety, efficacy and projected development timeline

and commercial potential of any product candidates; the executive officer and board structure of the combined organization; and the expectations regarding voting by Mast stockholders. Mast and/or Savara may not actually achieve the proposed merger, or any plans or product development goals in a timely manner, if at all, or otherwise carry out the intentions or meet the expectations or projections disclosed in the forward-looking statements, and you should not place undue reliance on these forward-looking statements. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are based upon Mast's and Savara's current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, which include, without limitation, risks and uncertainties associated with stockholder approval of and the ability to consummate the proposed merger through the process being conducted by Mast and Savara, the ability to project future cash utilization and reserves needed for contingent future liabilities and business operations, the availability of sufficient resources for combined company operations and to conduct or continue planned clinical development programs, the timing and ability of Mast or Savara to raise additional equity capital to fund continued operations; the ability to successfully develop any of Mast's and/or Savara's product candidates, and the risks associated with the process of developing, obtaining regulatory approval for and commercializing drug candidates that are safe and effective for use as human therapeutics. Risks and uncertainties facing Mast, Savara and the combined organization and risks related to the proposed merger are described more fully in the proxy statement/prospectus/information statement referred to above. You are cautioned not to place undue reliance on forward-looking statements, which speak only as of the date on which they were made. Neither Mast nor Savara undertakes any obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made, except as may be required by law.

Contact:

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