

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): July 24, 2014

ASSEMBLY BIOSCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-35005

20-8729264

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer ID Number)

99 Hudson Street, 5th Floor, New York, New York

10013

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(646) 706-5208

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))

Item 1.02. Termination of Material Definitive Agreement.

On July 24, 2014, Assembly Biosciences, Inc. (the “Company”) terminated the Exclusive License Agreement dated March 23, 2007 by and between S.L.A. Pharma AG (“SLA”), and Paramount Biosciences, LLC (the assignor of the Agreement), as amended (the “Agreement”). The Agreement provided a license to the Company of the investigational product VEN 307 and the associated partnering for the manufacturing, development and distribution of the product. VEN 307, an investigational product for the treatment of anal fissures, was being developed by Ventrus Biosciences prior to its recent merger with Assembly Pharmaceuticals. Post-merger, the Company is focused on the development of its potentially curative programs for hepatitis B virus and *C. difficile*-associated diarrhea.

At a meeting last month, the U.S. Food and Drug Administration indicated that it would consider accepting for review a New Drug Application for VEN 307, but that chances of approval were unclear without another clinical trial. As a result of this feedback and the shift in the Company’s strategic focus post-merger, management has decided to forego further investment in the VEN 307 program.

The termination will be effective on October 22, 2014. The Agreement was terminated pursuant to the terms of the Agreement by providing ninety days’ written notice to SLA. There were no early termination penalties as a result of the termination.

Item 8.01. Other Events.

On July 25, 2014, the Company issued a press release announcing that it will not pursue further development of VEN 307, an investigational product for the treatment of anal fissures. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated July 25, 2014.

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.

ASSEMBLY BIOSCIENCES, INC.

Date: July 29, 2014

/s/ David J. Barrett

David J. Barrett, Chief Financial Officer

ASSEMBLY BIOSCIENCES PROVIDES UPDATE ON STATUS OF VEN 307

(NEW YORK, NEW YORK) JULY 25, 2014 – Assembly Biosciences, Inc. (NASDAQ: ASMB), a biopharmaceutical company developing innovative treatments for hepatitis B virus (HBV) and *C. difficile*-associated diarrhea (CDAD,) today announced that it will not pursue further development of VEN 307, an investigational product for the treatment of anal fissures. VEN 307 was being developed by Ventrus Biosciences prior to its recent merger with Assembly Pharmaceuticals. Post-merger, Assembly Biosciences is focused on development of its potentially curative programs for HBV and CDAD.

At a meeting last month, the U.S. Food and Drug Administration indicated that it would consider accepting for review a New Drug Application (NDA) for VEN 307, but that chances of approval were unclear without another clinical trial. As a result of this feedback and the shift in the company's strategic focus post-merger, management has decided to forego further investment in the VEN 307 program.

“Our recent merger brought us an exciting world-class antiviral program focused on potentially curative therapies for HBV, a virus that affects hundreds of millions of people worldwide and causes debilitating illness and premature death,” said Dr. Russell Ellison, Chief Executive Officer and Chairman of Assembly Biosciences. “The high potential HBV program, along with our early stage microbiome-based effort to combat resistant *C. difficile* infections, signal a new direction for the company, where we have the potential to develop breakthrough therapies for patients battling intractable diseases. Considering all the developments of the past few months, we have concluded that VEN 307 is no longer a good fit for our company from either a strategic or risk-reward perspective.”

Assembly has discovered multiple novel series of HBV core protein allosteric modulators (CpAMs) that the company believes represent a best-in-class pipeline. The HBV core protein is a highly conserved viral protein that is involved in multiple steps of the HBV lifecycle. Modulation of this target with Assembly's CpAMs has demonstrated preclinical proof of principle, demonstrating that this novel mechanism results in reduced production of key viral antigens and viral load in multiple cell models of HBV and suggesting the approach may have curative potential.

HBV infects an estimated 350 million people worldwide and is associated with 600,000 deaths annually. Current therapies can suppress the infection but cures are rare, requiring lifelong treatment to avoid potentially lethal complications.

About Assembly Biosciences

Assembly Biosciences, Inc. is a biopharmaceutical company developing novel therapies for infectious diseases and other disorders of the gastrointestinal (GI) system. Assembly's proprietary Core Protein Allosteric Modulators (CpAMs) are small molecule, oral agents for the treatment of viral infections. The company's lead program focuses on hepatitis B (HBV), which infects an estimated 350 million people worldwide and is associated with 600,000 deaths annually. CpAMs alter the HBV core protein, a unique target that is essential to the functioning of the virus. Unlike current therapies that only suppress HBV, CpAMs may have curative potential. Assembly also is developing novel microbiome-based technology for targeted oral delivery of therapeutic bacteria, complex proteins, viral antigens and small molecules to treat intractable infectious diseases of the GI tract, such as *C. difficile* infections.

Cautionary Statement Regarding Forward-Looking Statements

Please Note: The information provided herein contains estimates and other forward-looking statements regarding future events. Such statements are just predictions and are subject to risks and uncertainties that could cause the actual events or results to differ materially. These risks and uncertainties include, among others: our ability to successfully integrate operations and personnel in connection with our recent merger; the components, timing, cost and results of clinical trials and other development activities involving our product candidates; the unpredictability of the clinical development of our product candidates and of the duration and results of regulatory review of those candidates by the FDA and foreign regulatory authorities;; our anticipated capital expenditures, our estimates regarding our capital requirements, and our need for future capital; our ability to retain necessary employees and to staff our operations appropriately; and the possible impairment of, or inability to obtain, intellectual property rights and the costs of obtaining such rights from third parties. The reader is referred to the documents that we file from time to time with the Securities and Exchange Commission.
