

**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 8, 2024

**AEROVATE THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-40544  
(Commission  
File Number)

83-1377888  
(I.R.S. Employer  
Identification No.)

Aerovate Therapeutics, Inc.  
930 Winter Street, Suite M-500, Waltham, Massachusetts 02451  
(Address of principal executive offices, including zip code)

(617) 443-2400  
(Registrant's telephone number, including area code)

N/A  
(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	Trade Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	AVTE	The Nasdaq Global Market

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 July 8, 2024, Aerovate Therapeutics, Inc. (the "Company") issued a press release announcing the decision to conduct a review of strategic alternatives focused on maximizing shareholder value. As part of this review process, the Company has engaged Wedbush Securities Inc. (Wedbush PacGrow) as the Company's exclusive strategic financial advisor. The full text of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

*Cautionary Note Regarding Forward-Looking Statements*

This Current Report on Form 8-K contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements can be identified by words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "future," "goal," "intend," "look forward to," "may," "plan," "potential," "predict," "project," "seek," "strategy," "should," "target," "will," "would" and similar expressions regarding future periods. These forward-looking statements include, but are not limited to, statements regarding the Company's review of strategic alternatives, the Company's ability to maximize shareholder value and the ability to complete a transaction as a result of the strategic review process.

Any forward-looking statements in this Current Report on Form 8-K are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this Current Report on Form 8-K, including, without limitation, those risks and uncertainties set forth under the caption "Risk Factors" in the Company's most recent Quarterly Report on Form 10-Q filed with the SEC and subsequent filings with the SEC. The Company cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. The Company does not undertake any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements. Any forward-looking statements contained in this Current Report on Form 8-K represent the Company's views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 [Press release issued by Aerovate Therapeutics, Inc. on July 8, 2024.](#)  
104 Cover Page Interactive Data File

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**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.

Aerovate Therapeutics, Inc.

Date: July 8, 2024

By: /s/ George A. Eldridge  
George A. Eldridge  
Chief Financial Officer

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### Aerovate Therapeutics to Explore Strategic Alternatives

WALTHAM, Mass., July 8, 2024 -- (GLOBE NEWSWIRE) -- Aerovate Therapeutics, Inc. (Nasdaq: AVTE), which previously announced it was halting enrollment and shutting down the Phase 3 portion of the Inhaled iMatinib Pulmonary Arterial Hypertension Clinical Trial (IMPAHCT) as well as the long-term extension study, today announced that it will conduct a comprehensive review of strategic alternatives focused on maximizing shareholder value.

As part of this review process, Aerovate has engaged Wedbush PacGrow as the company's exclusive strategic financial advisor to assist in the process of exploring strategic alternatives, which may include but are not limited to, an acquisition, merger, reverse merger, business combination, liquidation or other transaction. There can be no assurance that this review process will result in Aerovate pursuing a transaction or that any transaction, if pursued, will be completed on attractive terms. Aerovate has not set a timetable for completion of this review process and does not intend to comment further unless or until the Board of Directors has approved a definitive course of action, the review process is concluded, or it is determined that other disclosure is appropriate.

Aerovate is based in Waltham, Mass. For more information, please visit [www.AerovateTx.com](http://www.AerovateTx.com).

#### Cautionary Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements can be identified by words such as "anticipate," "believe," "continue," "could," "estimate," "expect," "future," "goal," "intend," "look forward to," "may," "plan," "potential," "predict," "project," "seek," "strategy," "should," "target," "will," "would" and similar expressions regarding future periods. These forward-looking statements include, but are not limited to, statements regarding the company's review of strategic alternatives, the company's ability to maximize shareholder value and the ability to complete a transaction as a result of the strategic review process.

Any forward-looking statements in this press release are based on management's current expectations and beliefs and are subject to a number of risks, uncertainties and important factors that may cause actual events or results to differ materially from those expressed or implied by any forward-looking statements contained in this press release, including, without limitation, those risks and uncertainties set forth more fully under the caption "Risk Factors" in our most recent Quarterly Report on Form 10-Q filed with the SEC and subsequent filings with the SEC. We caution you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. We disclaim any obligation to publicly update or revise any such statements to reflect any change in expectations or in events, conditions or circumstances on which any such statements may be based, or that may affect the likelihood that actual results will differ from those set forth in the forward-looking statements. Any forward-looking statements contained in this press release represent our views only as of the date hereof and should not be relied upon as representing its views as of any subsequent date.

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