

**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): September 06, 2022

Allena Pharmaceuticals, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-38268
(Commission File Number)

45-2729920
(IRS Employer
Identification No.)

**142-F North Road
Suite 150
Sudbury, Massachusetts**
(Address of Principal Executive Offices)

01776
(Zip Code)

Registrant's Telephone Number, Including Area Code: (617) 467-4577

**One Newton Executive Park, Suite 202
Newton, Massachusetts 02462**
(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
Common Stock, par value \$0.001 per share	ALNA	The Nasdaq Stock 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously reported, on August 23, 2022, Allena Pharmaceuticals, Inc. (the "Company") received a letter from the Listing Qualifications Department of The Nasdaq Stock Market LLC ("Nasdaq") indicating that (i) the Company has not regained compliance with its requirement to maintain a minimum closing bid price of \$1.00 per share for the required period (the "Minimum Bid Price Requirement"), and (ii) failure to regain compliance with the Minimum Bid Price Requirement serves as a basis for delisting the Company's securities from The Nasdaq Capital Market unless the Company timely requests a hearing before a Nasdaq Hearings Panel (the "Panel").

On August 30, 2022, the Company requested a hearing before the Panel, which temporarily stayed the suspension of trading and delisting of the Company's common stock.

On September 2, 2022, after considering all strategic alternatives, the Company filed a voluntary petition for relief under the provisions of Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The bankruptcy case is being administered under the caption In re Allena Pharmaceuticals, Inc. (Case No. 22-10842).

In light of the Chapter 11 filing, the Company withdrew its request for a hearing. On September 6, 2022, the Company received notice from Nasdaq that its shares will be suspended at the open of business on September 8, 2022. Nasdaq is expected to file a Form 25 Notification of Delisting with the Securities Exchange Commission when all internal appeal periods have run.

Cautionary Information Regarding Trading in the Company's Securities.

The Company's securityholders are cautioned that trading in the Company's securities during the pendency of the Chapter 11 cases is highly speculative and poses substantial risks. Trading prices for the Company's securities may bear little or no relationship to the actual recovery, if any, by holders thereof in the Company's Chapter 11 case. As noted above, the Company currently expects that the Chapter 11 filing will result in, among other things, the cancellation or extinguishment of all outstanding shares of the Company's capital stock without any payment or other distribution on account of those shares. Accordingly, the Company urges extreme caution with respect to existing and future investments in its securities.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K release contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements concerning the outcome of the Company's Chapter 11 filing and the listing of the Company's equity securities on the Nasdaq Stock Market. Any forward-looking statements in this Current Report on Form 8-K are based on management's current expectations of future events and are subject to a number of risks and uncertainties that could cause actual results to differ materially and adversely from those set forth in or implied by such forward-looking statements. Additional risks and uncertainties include, but are not limited to: the Company's Chapter 11 strategy; risks and uncertainties associated with Chapter 11 proceedings generally; the negative impacts on the Company's businesses as a result of filing for and operating under Chapter 11 protection; the time, terms and ability to confirm a Chapter 11 plan of reorganization for the Company's businesses; the adequacy of the capital resources of the Company's businesses and the difficulty in forecasting the liquidity requirements of the operations of its businesses; the unpredictability of the Company's financial results while in Chapter 11 proceedings; the Company's ability to discharge claims in Chapter 11 proceedings; negotiations with the holders of the Company's indebtedness and its trade creditors and other significant creditors; and risks associated with the Company's ability to identify and consummate financing and strategic alternatives that yield additional value for shareholders. For a discussion of other risks and uncertainties, and other important factors, any of which could cause the Company's actual results to differ from those contained in the forward-looking statements, see the section entitled "Risk Factors" in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2022, as well as discussions of potential risks, uncertainties and other important factors in the Company's subsequent filings with the Securities and Exchange Commission. All information in this Current Report on Form 8-K is as of the date of the release, and the Company undertakes no duty to update this information unless required by law.

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 thereunto duly authorized.

Allena Pharmaceuticals, Inc.

Date: September 7, 2022

By: /s/ Kevin Brennan
Kevin Brennan
Vice President, Finance
