
**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): November 19, 2019

UNITY BIOTECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38470
(Commission
File Number)

26-4726035
(IRS Employer
Identification Number)

3280 Bayshore Blvd, Suite 100
Brisbane, CA 94005
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 416-1192

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 \$0.0001 per share	UBX	The Nasdaq Global Select 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 1.01 Entry into Material Definitive Agreement

On November 19, 2019, Unity Biotechnology, Inc. (“Unity” or the “Company”) entered into an amendment (the “Amendment”) to that certain license agreement, dated January 2, 2019, by and between the Company and Ascentage Pharma Group Corp. Ltd. (“Ascentage”), a clinical-stage biopharmaceutical company based in China, covering an Ascentage-controlled compound known as UBX1967 (the “Original UBX1967 License Agreement”).

Under the terms of the Amendment the field and territory limitations were removed from a provision granting the Company exclusivity with respect to UBX1967. In addition, the schedule of licensed patents included in the Original UBX1967 License Agreement was amended to include certain additional patents relating to UBX1967.

The foregoing summary of the material terms and conditions of the Amendment to the Original UBX1967 License Agreement is qualified in its entirety by the actual Amendment, which is attached hereto as Exhibit 10.1 and is incorporated by reference herein, and the actual Original UBX1967 License Agreement, which was filed as an exhibit to the Company’s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 6, 2019.

Item 9.01 Financial Statements and Exhibits

Exhibit
No.

Description

10.1	<u>First Amendment to Compound License Agreement for APG1197, dated as of November 19, 2019, by and between Ascentage Pharma Group Corp. Ltd. and Unity Biotechnology, Inc.*</u>
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* Portions of the exhibit have been omitted pursuant to Regulation S-K, Item 601(a)(5).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITY BIOTECHNOLOGY, INC.

Date: November 25, 2019

By: /s/ Tamara L. Tompkins

Tamara L. Tompkins

General Counsel & Corporate Secretary

FIRST AMENDMENT TO COMPOUND LICENSE AGREEMENT FOR APG1197

This Amendment (the "Amendment"), dated as of November 19, 2019 (the "Amendment Effective Date") is made by and between Ascentage Pharma Group Corp. Ltd., a Hong Kong corporation ("Ascentage"), with a business address at 11/F, AXA CENTRE, Gloucester Road, Wanchai, Hong Kong, and Unity Biotechnology, Inc., a Delaware corporation ("Unity"), with a business address at 3280 Bayshore Blvd, Suite 100, Brisbane, California 95002. Ascentage and Unity are sometimes referred to herein as individually as a "Party" and collectively as the "Parties".

BACKGROUND

Ascentage and Unity are parties to that certain Compound License Agreement for APG1197 dated January 2, 2019, (the "Original APG-1197 License Agreement") pursuant to which Ascentage granted Unity exclusive rights to a BCL Compound known as APG-1197 for the prophylaxis and treatment of, and palliation of symptoms associated with, age related indications other than Oncology Indications.

The Parties now wish to amend the Original APG-1197 License Agreement. Except as expressly modified hereby, the Original APG-1197 License Agreement shall continue in full force according to its terms.

NOW, THEREFORE, for and in consideration of the covenants, conditions and undertakings hereinafter set forth, it is agreed by and between the Parties as follows:

AGREEMENT

1. Exclusivity with Respect to Licensed Compound. Section 2.5 shall be amended and restated in its entirety to read as follows:

"Ascentage hereby covenants that except as expressly permitted under any future agreement that the Parties may enter into pursuant to Article 9 below pertaining to the China JVCO, Ascentage shall not: (a) research, develop, use or commercialize, and shall not authorize any Affiliate or other Third Party to research, develop, use or commercialize, the Licensed Compound or any Licensed Product, or (b) manufacture, or authorize any Third Party to manufacture, the Licensed Compound or any Licensed Product."

2. Licensed Patents. Schedule 1.5 ("Licensed Patents") shall be amended and restated in its entirety as set forth on Exhibit A hereto.

3. Miscellaneous. This Amendment shall inure to the benefit of and be binding upon the parties and their respective heirs, successors, trustees, transferees and assigns. In the event of a conflict between the provisions of this Amendment and the provisions of the Original APG-1197 License Agreement or that Compound Library and Option Agreement by and between the Parties dated February 22, 2016, as amended on March 28, 2018, the provisions of this Amendment shall control. This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their authorized representatives and delivered in duplicate originals as of the Amendment Effective Date.

ASCENTAGE PHARMA GROUP CORP. LTD.

By: /s/ Dajun Yang, MD, PhD
Name: Dajun Yang, MD, PhD
Title: Chief Executive Officer

UNITY BIOTECHNOLOGY, INC.

By: /s/ Keith Leonard
Name: Keith Leonard
Title: Chief Executive Officer

EXHIBIT A

SCHEDULE 1.15

LICENSED PATENTS

Omitted pursuant to Regulation S-K, Item 601(a)(5)