

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): June 29, 2023

Aurinia Pharmaceuticals Inc.

(Exact name of registrant as specified in its charter)

Alberta, Canada
(State or Other Jurisdiction of Incorporation)

001-36421
(Commission File No.)

98-1231763
(IRS Employer Identification No.)

#140, 14315 – 118 Avenue
Edmonton, Alberta
T5L 4S6
(250) 744-2487
(Address and telephone number of registrant's principal executive offices)

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 Shares, without par value	AUPH	The Nasdaq Stock Market LLC

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 5.02 Departure of Directors or Principal Officers.

As was previously disclosed in the Aurinia Pharmaceuticals Inc.'s (the "Company") Current Report on Form 8-K, filed on May 17, 2023, at the Company's 2023 annual meeting of stockholders (the "Annual Meeting"), two of the directors of the Company, Dr. George Milne and Mr. Joseph P. Hagan, while elected under applicable corporate law, received less than majority stockholder support and, in accordance with the Company's Majority Voting Policy, submitted their resignations for consideration by the board of directors (the "Board") on May 17, 2023. The effectiveness of Dr. Milne's and Mr. Hagan's resignation was conditioned on the Board's acceptance thereof. In light of the results at the Annual Meeting, the Board, following the deliberation process outlined in the Company's Majority Voting Policy, determined to accept the resignations of Dr. Milne and Mr. Hagan effective June 29, 2023.

The submission of resignation offers by Dr. Milne and Mr. Hagan and the Board's decision to accept such resignation offers were solely made in connection with the Company's Majority Voting Policy and were not due to any disagreement between the Board and Dr. Milne or Mr. Hagan.

Item 8.01 Other Matters

On June 29, 2023 the Company issued a press release announcing the acceptance of the resignations of Dr. Milne and Mr. Hagan and that the Board initiated an exploration of strategic alternatives and will consider a wide range of options for the Company, including, among other things, a potential sale, merger or other strategic transaction. A copy of the press release is furnished herewith as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by this reference.

The information set forth in Item 8.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and 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 deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated June 29, 2023
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document)

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.

Date: June 29, 2023

AURINIA PHARMACEUTICALS INC.

By: /s/ Stephen P. Robertson

Name: Stephen P. Robertson

Title: Executive Vice President, General Counsel, Corporate Secretary and Chief Compliance Officer

Aurinia Board of Directors Announces Exploration of Strategic Alternatives to Maximize Shareholder Value

In Addition, Board has Accepted Recent Director Resignations and has Initiated a Search for New Directors

EDMONTON, Alberta—June 29, 2023—Aurinia Pharmaceuticals Inc. (NASDAQ: AUPH) (“Aurinia” or the “Company”) today announced that its Board of Directors has initiated an exploration of strategic alternatives. As part of this process, the Board will consider a wide range of options for the company including, but not limited to, a potential sale, merger, or other strategic transaction.

There can be no assurance that this process will result in the company pursuing a particular transaction or other strategic outcome. Aurinia has not set a timetable for completion of this process, and it does not intend to disclose further developments unless and until it determines that further disclosure is appropriate or necessary.

To assist in the review process, Aurinia has retained JP Morgan as its financial advisor, Skadden, Arps, Slate, Meagher & Flom, LLP as its US legal counsel, and Borden Ladner Gervais LLP as its Canadian legal counsel.

Additionally, Aurinia’s Board of Directors has accepted the resignations of George Milne and Joseph Haqan, who received less than majority support during the May 17th annual general meeting. To ensure a diverse and qualified pool of candidates, Aurinia has retained Korn Ferry, a global organizational talent firm, to assist in the search for two new directors.

Aurinia remains committed to transparent and responsive business practices that reflect the best interests of the Company, our shareholders, and other key stakeholders, including our patients, healthcare providers, and our employees.

About Aurinia

Aurinia Pharmaceuticals is a fully integrated biopharmaceutical company focused on delivering therapies to treat targeted patient populations with a high unmet medical need that are impacted by autoimmune, kidney and rare diseases. In January 2021, the Company introduced LUPKYNIS® (voclosporin), the first FDA-approved oral therapy dedicated to the treatment of adult patients with active lupus nephritis. The Company’s head office is in Edmonton, Alberta, its U.S. commercial office is in Rockville, Maryland. The Company focuses its development efforts globally.

Forward-Looking Statements

This press release may include forward-looking statements that reflect our current views with respect to future events and financial performance. Forward-looking statements include all statements that do not relate solely to historical or current facts, and can be identified by the use of words such as “expect,” “intend,” “plan,” “believe,” “continued,” “do not believe,” “aim,” “project,” “anticipate,” “seek,” “will,” “likely,” “assume,” “estimate,” “may,” “continue,” “guidance,” “growth,” “objective,” “remain optimistic,” “improve,” “progress,” “path toward,” “outlook,” “trends,” “future,” “could,” “would,” “should,” “target,” “on track” and similar expressions of a future or forward-looking nature. Such

statements are subject to certain risks and uncertainties that could cause actual events or results to not occur or differ materially. For a more detailed discussion of such risks and uncertainties, see Item 1A, "Risk Factors" in Aurinia's Annual Report on Form 10-K for the fiscal year ended December 31, 2022 and in other filings with the Securities and Exchange Commission (the "SEC"). The inclusion of a forward-looking statement herein should not be regarded as a representation by Aurinia that Aurinia's objectives will be achieved. Any forward-looking statements speak only as of the date of this press release. Aurinia undertakes no obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise. You should not place undue reliance on any such statements.

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