

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

MYMETICS CORP

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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): January 29, 2016 (January 25, 2016)

Mymetics Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State of other jurisdiction of incorporation)

000-25132
(Commission File Number)

25-1741849
(IRS Employer Identification No.)

Route de la Corniche 4
1066 Epalinges, Switzerland
(Address of principal executive offices)

NA
(Zip Code)

Registrant's telephone number, including area code: 011 41 21 653 4535

(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 (see General Instruction A.2. below):

- 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))
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Item 1.02. Termination of a Material Definitive Agreement

On January 25, 2016, Bestwil Holding B.V. ("BH"), a wholly-owned subsidiary of Mymetics Corporation, the registrant, received notice from RSV Corporation ("RSVC") that RSVC was terminating the Exclusive License and Collaboration Agreement ("LCA") dated December 27, 2013 between RSVC and BH. Under the terms of the LCA, RSVC agreed to pay an up-front non-revocable license fee of \$5,000,000 for an exclusive worldwide license for the global development and commercialization of BH's respiratory syncytial virus ("RSV") vaccine. RSVC is a subsidiary of ClearPath Development Company, a company with which Astellas Pharma Inc. ("Astellas") has announced a strategic partnership to form a portfolio of vaccine development companies with products for immunization against infectious diseases. Astellas' funding to RSVC was to be used to support development of the RSV virosome vaccine from BH up to a Phase 2b. Astellas received exclusive rights to acquire RSVC as well as further develop and commercialize the vaccine product.

Under the terms of the LCA, BH and RSVC collaborated to conduct research and development of the RSV vaccine in accordance with a research and development plan ("R&D Plan"). RSVC funded and managed the research and development activities set forth in the R&D Plan.

The LCA was terminated for convenience under section 11.2(a) of the LCA that provided for termination six months from the date of notice of such termination or July 25, 2016. Under the terms of the LCA, Mymetics regains its exclusive rights for research, development and commercialization of the RSV virosome vaccine, receives back all results, data and contracts related to the RSV vaccine and has the right to receive the intellectual property jointly developed with RSVC.

The Company issued a press release dated January 29, 2016 announcing the termination of the LCA by RSVC, a copy of which is attached as Exhibit 99.1 to our Current Report on Form 8-K.

The above is a summary of the terms of the LCA and is qualified in its entirety by the LCA that was attached as Exhibit 10.1 to our Current Report on Form 8-K filed January 3, 2014.

Item 9.01. Financial Statements and Exhibits

(d) *Exhibits*

Exhibit No.	Description
99.1	Press Release dated January 29, 2016

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.

MYMETICS CORPORATION

Date: January 29, 2016

By: /s/ Ronald Kempers

Ronald Kempers

President and Chief Executive Officer

January 29, 2016 - Press Release

Mymetics-announces discontinuation of the RSV collaborative project

- Development of virosome based vaccines on-going for HIV, Malaria and for intra-nasal flu
- New vaccine development planned for Chikungunya and Zika

Epalinges, Switzerland, January 29 2016 – Mymetics Corporation (OTCQB: MYMX), a pioneer and leader in the research and development of virosome-based vaccines to prevent transmission of human infectious diseases, announced today that its subsidiary Bestewil Holding BV, has received notice from RSV Corporation (RSVC) that it will no longer pursue the development of a vaccine technology for Respiratory Syncytial Virus (RSV) in order to focus on other infectious therapies. On December 27, 2013, Mymetics and RSVC, funded by Astellas Pharma Inc., had announced the signature of a License and Collaboration Agreement focusing on RSV, which will now formally be terminated as of July 25, 2016.

“Due to fast evolving market dynamics in the RSV vaccine market and in particular the development by several major pharma companies of promising candidates already at clinical stage, we have decided to focus our priorities on other areas and therapeutic needs,” said George Siber, MD Chief Scientific Officer of RSVC. “We’re very appreciative of the efforts by the Mymetics team to advance the project.”

“While being terminated, this partnership has nevertheless allowed Mymetics to further strengthen its know-how and expertise in the RSV field and enveloped viruses. We will build on this to create additional value for virosome based vaccines for infectious diseases,” said Ronald Kempers, CEO of Mymetics . “Separately from the collaboration with RSVC, we are developing in particular several other product candidates in the fields of HIV, Malaria and intra-nasal flu, all of which have recorded very promising results. In addition, we will be starting the development of a vaccine for Chikungunya and have started to investigate Zika.”

Mymetics’ virosome based vaccine candidates for HIV and Malaria have finished successfully Phase I clinical trials and in new pre-clinical studies which are financed through non-dilutive funding by the Bill & Melinda Gates Foundation and PATH-MVI respectively. In addition, Mymetics has an intra-nasal influenza virosome vaccine that has successfully completed a Phase I trial.

Concerning the RSV virosome vaccine candidate, Mymetics will regain all the rights, results and data related to the research, development and commercialization once the license agreement with RSVC terminates. Both parties will work together in the coming months to facilitate this transfer.

About Mymetics

Mymetics Corporation (OTCQB: MYMX) is a Swiss based biotechnology company, with a Research Lab in the Netherlands, focused on the development of next-generation preventative vaccines for infectious diseases. It has currently has five vaccines in its pipeline: HIV-1/AIDS, intra-nasal Influenza, Malaria, Herpes Simplex Virus and the RSV vaccine.

Mymetics’ core technology and expertise are in the use of virosomes, lipid-based carriers containing functional fusion viral proteins and natural membrane proteins, in combination with rationally designed antigens. Mymetics’ vaccines are designed to induce protection against early transmission and infection, focusing on the mucosal immune response as a first-line defense, which, for some pathogens, may be essential for the development of an effective prophylactic vaccine.

Mymetics’ unique approach is being validated through partnerships with leading pharmaceutical or research organizations, including PATH-MVI and the Bill and Melinda Gates Foundation.

Mymetics is a Delaware corporation in the US and trades on the OTCQB venture stage marketplace.

CONTACTS:

Mymetics Corporation

Ronald Kempers
CEO
Tel: +41 21 653 4535

Media:

Christophe Lamps
Senior Partner
Dynamics Group
Mobile: + 41 79 476 26 87
Email: cla@dynamicsgroup.ch

Media US:

Michelle Linn
Linnden Communications
Phone: +1 774 696 38 03
linnmich@comcast.net

Forward looking statements

The Private Securities Litigation Reform Act of 1995 provides a "safe harbor" for forward-looking statements, which are identified by the words "believe," "expect," "anticipate," "intend," "plan" and similar expressions. The statements contained herein which are not based on historical facts are forward-looking statements that involve known and unknown risks and uncertainties that could significantly affect our actual results, performance or achievements in the future and, accordingly, such actual results, performance or achievements may materially differ from those expressed or implied in any forward-looking statements made by or on our behalf. These risks and uncertainties include, but are not limited to, risks associated with our ability to successfully develop and protect our intellectual property, our ability to raise additional capital to fund future operations and compliance with applicable laws and changes in such laws and the administration of such laws. See Mymetics' most recent Form 10-K for a discussion of such risks, uncertainties and other factors. Readers are cautioned not to place undue reliance on these forward- looking statements which speak only as of the date the statements were made.