

**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): December 11, 2020

CRISPR THERAPEUTICS AG

(Exact name of Registrant as Specified in Its Charter)

Switzerland
(State or Other Jurisdiction
of Incorporation)

001-37923
(Commission
File Number)

Not Applicable
(IRS Employer
Identification No.)

Baarerstrasse 14
6300 Zug, Switzerland
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

Registrant's Telephone Number, Including Area Code: +41 (0)41 561 32 77

Not Applicable
(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 Instructions 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))

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, nominal value CHF 0.03	CRSP	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.

As previously reported, on August 30, 2019, CRISPR Therapeutics AG (the “Company”) entered into an Open Market Sale Agreement™ (the “Agreement”) with Jefferies LLC (“Jefferies”), under which the Company may offer and sell, from time to time at its sole discretion through Jefferies, as its sales agent, its common shares, par value of CHF 0.03 per share (the “Common Shares”).

On December 11, 2020, the Company filed a prospectus supplement with the U.S. Securities and Exchange Commission (the “SEC”) to offer and sell from time to time at its sole discretion through Jefferies, as its sales agent, additional Common Shares having an aggregate offering price of up to \$350,000,000 (the “Offering”). The Common Shares for the Offering will be offered and sold pursuant to the Company’s previously filed automatically effective shelf registration statement on Form S-3 (File No. 333-227427) filed by the Company with the SEC on September 19, 2018.

The legal opinion of Walder Wyss AG relating to the legality of the issuance and sale of the Common Shares in the Offering is attached as Exhibit 5.1 to this Current Report on Form 8-K. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation, or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Walder Wyss AG.
23.1	Consent of Walder Wyss AG (included in Exhibit 5.1).
104	Cover Page Interactive Data File (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.

CRISPR THERAPEUTICS AG

Date: December 11, 2020

By: /s/ Samarth Kulkarni
Samarth Kulkarni, Ph.D.
Chief Executive Officer

To:

CRISPR Therapeutics AG
Baarerstrasse 14
6300 Zug
Switzerland

Zurich, as of 11 December 2020

CRISPR Therapeutics AG – Swiss Legal Opinion (Registration Statement on Form S-3)

Dear Madam, Dear Sir,

We have acted as Swiss counsel to CRISPR Therapeutics AG, Zug, Switzerland (the **Company**) in connection (i) a registration statement on Form S-3ASR filed on 19 September 2018 (the **Registration Statement**) for the purpose of registering under the United States Securities Act of 1933, as amended (the **Securities Act**), certain securities, including common shares, par value of CHF 0.03 each, of the Company (such common shares, the **Common Shares**), and (ii) a final prospectus supplement dated 11 December 2020 (the **Prospectus**) relating to the sale by the Company of Common Shares, having an aggregate offering price of up to USD 350,000,000 (the **Offered Shares**) in accordance with a certain Open Market Sale AgreementSM dated 30 August 2019 between the Company and Jefferies LLC (the **Sale Agreement**).

As such counsel, we have been requested to render an opinion as to certain matters of Swiss law.

Attorneys admitted in Switzerland or in a EU/EFTA state are registered with the attorneys' registry

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1. Scope and Limitation of Opinion

Our opinion is strictly confined to matters of Swiss law as in force at the date hereof and as it is presently applied by the Swiss courts. Such law and its interpretation are subject to change. In the absence of explicit statutory law or established case law, we base our opinion solely on our independent professional judgment. Our opinion is strictly limited to the Documents (as defined below) and the matters stated herein and is not to be read as extending, by implication or otherwise, to any agreement or document referred to in any of the Documents or any other matter. For purposes of this opinion, we have not conducted any due diligence or similar investigation or verification as to any matters stated herein. In this opinion, Swiss legal concepts are expressed in English terms and not in their original language. These concepts may not be identical to the concepts described by the same English language terms as they exist under the laws of other jurisdictions.

2. Documents

For purposes of rendering the opinion expressed herein, we have received the following documents (the **Documents**):

- (a) a .pdf copy of the Registration Statement;
- (b) a .pdf copy of the Prospectus;
- (c) a .pdf copy of the Sale Agreement;
- (d) a .pdf copy of the public deed on the resolutions of the Company's ordinary shareholders' meeting dated 11 June 2020, approving, *inter alia*, certain changes to the Company's articles of association (the **AGM Resolution**);
- (e) a certified copy of the articles of association of the Company in their version of 3 July 2020 (the **Articles**);
- (f) a .pdf copy of the organizational regulations of the Company dated 18 October 2016 (the **Organizational Regulations**);

- (g) a .pdf copy of a certified excerpt from the registry of the Commercial Register of the Canton of Zug, dated 7 December 2020 relating to the Company (the **Excerpt**);
- (h) a .pdf copy of the circular resolution of the Company's board of directors (the **Board**) dated as of 28 August 2019, approving, among other things, the execution and consummation of the Sale Agreement (the **Board Resolution 1**); and
- (i) a .pdf copy of the resolutions adopted by the Board at a meeting on 1 December 2020 approving, among other things, the offering and sale of the Offered Shares within the framework of the Sale Agreement as well as other aspects relating thereto (the **Board Resolution 2**, and together with the Board Resolution 1, the **Board Resolutions**).

No documents have been reviewed by us in connection with this opinion other than the Documents listed in this Section 2 (*Documents*).

All terms used in this opinion in uppercase form shall have the meaning ascribed to them in the Registration Statement, unless otherwise defined herein.

3. Assumptions

In rendering the opinion below, we have assumed:

- (a) the conformity to the Documents of all documents produced to us as copies, fax copies or via e-mail, and that the original was executed in the manner appearing on the copy of the draft;
- (b) the genuineness and authenticity of the signatures on all copies of the original Documents thereof which we have examined, and the accuracy of all factual information contained in, or statements given in connection with, the Documents;
- (c) the AGM Resolution has been duly resolved in meetings duly convened and has not been rescinded or amended and is in full force and effect;

- (d) the Board Resolutions have been duly resolved in meetings duly convened or, as applicable, in duly executed circular resolutions, and have not been rescinded or amended and are in full force and effect;
- (e) that the information provided in the Documents (in particular in the Excerpt, the Articles and the Organizational Regulations) are true, correct, complete and up to date as of the date hereof and that there are no facts outstanding or matters resolved that are not reflected in the Documents;
- (f) the Registration Statement has been or will be duly filed by the Company;
- (g) the legal capacity, power and authority of each of the parties (other than the Company) to enter into and perform its obligations under the Sale Agreement and the relevant transaction provided under the Board Resolutions and that all consents or approvals from and filings, registrations and notifications with or to all governmental authorities (other than in Switzerland) required in connection with the execution, delivery and performance of the Sale Agreement have been or will have been obtained or made and are or will remain in full force and effect;
- (h) the Sale Agreement constitutes legal, valid, binding and enforceable obligations of the Company under the governing law;
- (i) that (i) the number of Offered Shares will not exceed the number of Common Shares that may be issued under the Articles, (ii) the Registration Statement and Prospectus will continue to be effective, (iii) the issuance of and payment for the Offered Shares will be made in compliance with the Articles, the Registration Statement and the Board Resolutions, (iv) the consideration received by the Company for the issuance of the Offered Shares will be fully paid and will not be less than the par value of such Offered Shares, (v) the issuance of the Offered Shares will be made in accordance with the articles 647–652h, 931a–937 and 973c of the Swiss Code of Obligations (CO), the relevant intermediated securities regulations and commercial registry regulations, the Articles (as may be amended from time to time), the organizational regulations of the Company, any applicable law or any requirement or restriction imposed by any court or governmental body having jurisdiction on the Company;

- (j) that any of the transactions by and/or between the Company and a subsidiary of the Company relating to the issuance and subscription, respectively, and the repurchase and sale, respectively, of the Offered Shares, as contemplated under the Board Resolutions, will have been duly and validly signed and executed by the relevant parties thereof and that the execution of the relevant documents and performance of the relevant steps will be duly and validly authorized by all necessary corporate actions;
 - (k) prior to the issuance and delivery of any Offered Shares, the Board shall have duly authorized the issuance of such Offered Shares in accordance with the Articles, and such authorization shall not have been amended or rescinded, and all necessary corporate actions of the Company to approve the issuance and sale of the Offered Shares shall have been performed in accordance with the Board Resolutions and the Articles;
 - (l) that the issuance, transfers, offering and sale of the Offered Shares will be conducted in the manner as described in the Articles, the Registration Statement, the Prospectus, the Sale Agreement and the Board Resolutions;
 - (m) that the Offered Shares have not been and will not be (i) publicly offered, directly or indirectly, in Switzerland within the meaning of article 3 lit. h of the Swiss Financial Services Act of 15 June 2018 and/or (ii) admitted to any trading venue in Switzerland; and
 - (n) all parties to the Sale Agreement will perform all obligations by which they are bound in accordance with the respective terms.
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4. Opinion

Based upon the foregoing and subject to the qualifications set out below, we are of the following opinion:

The Offered Shares, if and when issued, will be validly issued, fully paid in (up to their nominal value) and non-assessable.

5. The above opinion is subject to the following qualifications:

- (a) The lawyers of our firm are members of the Swiss bar and do not hold themselves to be experts in any laws other than the laws of Switzerland. Accordingly, we are opining herein as to Swiss law only and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.
- (b) This opinion is based on the current provisions of the laws of Switzerland and the regulations thereunder in effect on the date hereof and only as currently interpreted in Switzerland. Such laws and their interpretation are subject to change.
- (c) We express no opinion as regards the withdrawal of shareholders' pre-emptive rights (*Bezugsrechte*) in connection with the issuance and sale of Offered Shares.
- (d) When used in this opinion, the term "non-assessable" means that no further contributions have to be made to the Company by the relevant holder of the Offered Shares.
- (e) We express no opinion as to the future availability of authorized share capital of the Company.
- (f) We express no opinion as regards the Offered Shares which have already been issued prior to the date of this opinion.
- (g) We express no opinion as to the accuracy or completeness of the information contained in the Registration Statement and the Prospectus.
- (h) We express no opinion as to any commercial, calculating, auditing or other non-legal matters. Further, we express no opinion as to tax law.

6. Miscellaneous

- (a) We do not assume any obligation to advise you of any changes in applicable law or any other matter that may come to our attention after the date hereof that may affect our opinion expressed herein.
- (b) We hereby consent to the filing of this opinion on the date hereof with the United States Securities and Exchange Commission as an exhibit to the Registration Statement and to the incorporation by reference of this opinion in the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act.
- (c) This opinion and all matters relating to this opinion are governed by and shall be construed in accordance with the substantive laws of Switzerland. We confirm our understanding that all disputes arising out of or in connection with this opinion shall be subject to the exclusive jurisdiction of the courts of the Canton of Zurich, Switzerland, venue being city of Zurich.

Yours faithfully,
Walder Wyss AG

/s/ Alex Nikitine
Alex Nikitine