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 23, 2026

Mirum Pharmaceuticals, Inc.
(Exact name of Registrant as Specified in Its Charter)

Delaware	**001-38981**	**83-1281555**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
989 East Hillsdale Boulevard Suite 300 Foster City, California		**94404**
(Address of Principal Executive Offices)		**(Zip Code)**

Registrant's Telephone Number, Including Area Code: (650) 667-4085

N/A
(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 $0.0001 per share	MIRM	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 2.01 Completion of Acquisition or Disposition of Assets.

On January 23, 2026, Mirum Pharmaceuticals, Inc. (the "Company") completed the previously announced acquisition of Bluejay Therapeutics, Inc., a Delaware corporation ("Target"), contemplated by the Agreement and Plan of Merger and Reorganization, dated December 6, 2025 (the "Merger Agreement"), by and among the Company, Bjork Merger Sub I, Inc., a Delaware corporation and a direct wholly owned subsidiary of the Company ("Merger Sub I"), Bjork Merger Sub II, LLC, a Delaware limited liability company and a direct wholly owned subsidiary of the Company ("Merger Sub II"), Target and Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as the representative, agent and attorney in fact of the Target security holders, pursuant to which, among other things, Merger Sub I merged with and into Target (the "First Merger"), with Target surviving the First Merger and becoming a wholly owned subsidiary of the Company, and, as part of the same overall transaction, Target, as the surviving entity of the First Merger, merged with and into Merger Sub II (the "Second Merger" and collectively with the First Merger, the "Mergers"), with Merger Sub II surviving the Second Merger as a direct wholly owned subsidiary of the Company.

Pursuant to the Merger Agreement, upon the closing of the Mergers, the Company acquired Target's net cash of approximately $56.6 million and paid or will pay to the holders of Target's securities up to an aggregate amount of (i) $280.8 million in cash and (ii) 4,673,597 shares of Company common stock, subject to the Company's receipt of deliverables that are a condition to payment and deduction to satisfy applicable taxes (collectively, the "Upfront Consideration"), and will pay to the holders of Target's securities in accordance with the Merger Agreement up to an aggregate amount of (a) $25.8 million in cash and (b) 522,375 shares of Company common stock, subject to the Company's receipt of deliverables that are a condition to payment, deduction to satisfy applicable taxes and certain holdbacks pursuant to the terms and conditions of the Merger Agreement (the "Holdback Consideration"). Pursuant to the Merger Agreement, the Company will pay to the holders of Target's securities, upon the achievement of certain net sales milestones, milestone payments in an aggregate amount of up to $200 million in cash (together with the Upfront Consideration and the Holdback Consideration, the "Merger Consideration").

Under the terms of the Merger Agreement, all issued and outstanding Target capital stock (other than any cancelled shares and dissenting shares) and all outstanding Target options (whether vested or unvested) as of immediately prior to the consummation of the Mergers were cancelled in exchange for their applicable pro rata portions of the Merger Consideration as set forth in the Merger Agreement.

Entities affiliated with Frazier Life Sciences IX, L.P., which are associated with a member of the Company's board of directors and are beneficial owners of more than five percent of the Company's outstanding capital stock, are Target security holders and received their pro rata portion of the Upfront Consideration and are entitled to receive their pro rata portion of the remainder of the Merger Consideration, including the Holdback Consideration, in accordance with and subject to the terms of the Merger Agreement.

The foregoing description of the Merger Agreement and the Mergers does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Merger Agreement, which is filed as Exhibit 2.1 to this Current Report on Form 8-K (this "Form 8-K") and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On January 26, 2026, the Company issued a press release announcing the consummation of the Mergers, a copy of which is furnished as Exhibit 99.1 to this Form 8-K.

As provided in General Instruction B.2 of Form 8-K, the information in this Item 7.01, including Exhibit 99.1 hereto, shall not be deemed to be "filed" for purposes of, or otherwise subject to the liabilities under, Section 18 of the Securities Exchange Act of 1934, as amended, nor shall such information or Exhibit 99.1 be deemed to be incorporated by reference in any filing under the Securities Act, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 Other Events.

Immediately following the consummation of the Mergers, the Company closed the two private placement offerings (the "Private Placements") pursuant to the two subscription agreements entered into by the Company with the parties thereto on December 7, 2025 and December 18, 2025, as previously announced in the Company's Current Reports on Form 8-K, filed with the U.S. Securities and Exchange Commission (the "Commission") on December 8, 2025 and December 19, 2025. As of January 23, 2026, immediately following the consummation of the Mergers and the closing of the Private Placements, 59,879,958 shares of the Company's common stock are issued and outstanding.

Item 9.01 Financial Statements and Exhibits.

(a) Financial statements of businesses or funds acquired.

The Company intends to file the financial statements required by Item 9.01(a) of Form 8-K by an amendment to this Form 8-K no later than 71 calendar days after the date this Form 8-K is required to be filed.

(b) Pro forma financial information.

The Company intends to file the pro forma financial information required by Item 9.01(b) of Form 8-K by an amendment to this Form 8-K no later than 71 calendar days after the date this Form 8-K is required to be filed.

(d) Exhibits.

Exhibit No.	Description
2.1*	Agreement and Plan of Merger and Reorganization, dated December 6, 2025, by and among Mirum Pharmaceuticals, Inc., Bjork Merger Sub I, Inc., Bjork Merger Sub II, LLC, Bluejay Therapeutics, Inc. and Fortis Advisors LLC (incorporated by reference to Exhibit 2.1 to the Registrant's Current Report on Form 8-K, filed with the Commission on December 8, 2025)
99.1	Press Release, dated January 26, 2026
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

* Certain portions of this exhibit have been omitted (as marked in brackets) because it is both not material and is the type that the registrant treats as private or confidential. Schedules have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The registrant undertakes to furnish supplemental copies of any of the omitted schedules upon request by the Commission.

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.

Mirum Pharmaceuticals, Inc.

Date: January 26, 2026

By: /s/ Christopher Peetz
Christopher Peetz
Chief Executive Officer

Exhibit 99.1

Mirum Pharmaceuticals Completes Acquisition of Bluejay Therapeutics, Expanding Global Leadership in Rare Disease

- Adds brelovitug for chronic hepatitis delta virus (HDV) with Breakthrough Therapy and PRIME designations to Mirum's portfolio

- Topline Phase 3 results expected in 2H 2026

FOSTER CITY, Calif. — January 26, 2026 — Mirum Pharmaceuticals, Inc. (NASDAQ: MIRM), a leading rare disease company, today announced the successful completion of its acquisition of Bluejay Therapeutics, a privately held biotechnology company focused on viral and liver diseases.

With the completion of the acquisition, Mirum adds worldwide rights to brelovitug, a late-stage, fully human monoclonal antibody for chronic hepatitis delta virus (HDV), a rare and severe liver disease with no FDA-approved therapies in the United States. Brelovitug has received Breakthrough Therapy designation from the FDA and PRIME designation from the European Medicines Agency and is currently being evaluated in the global AZURE Phase 3 registrational program, with topline data expected in the second half of 2026.

"With the acquisition now complete, our focus shifts to execution – adding the talented Bluejay team to Mirum as we complete the AZURE Phase 3 program and prepare for potential registrations and launches," said Chris Peetz, Chief Executive Officer of Mirum Pharmaceuticals. "This program fits squarely within our core strengths in rare disease and builds on our deep expertise in rare liver conditions. We believe Mirum's global development and commercial synergies position us well to deliver for patients living with HDV."

Under the terms of the transaction, Mirum acquired all outstanding shares of Bluejay Therapeutics for a combination of cash and Mirum common stock, with potential additional tiered sales-based milestone payments.

Concurrently with the acquisition, Mirum completed the previously announced private placement financings, including investments from existing and new healthcare investors, resulting in aggregate gross proceeds of approximately $268.5 million. The proceeds are intended to support clinical development and commercial activities following the acquisition of brelovitug in HDV. Mirum is evaluating strategic options for Bluejay's additional investigational programs.

About Brelovitug

Brelovitug is an investigational, highly potent, pan-genotypic, fully human immunoglobulin G1 (IgG1) monoclonal antibody (mAb) that targets the surface antigen (anti-HBsAg) on both the chronic hepatitis delta virus (HDV) and the hepatitis B virus (HBV). Brelovitug is designed to neutralize and remove hepatitis B and hepatitis D virions and deplete HBsAg-containing subviral particles. Brelovitug has FDA Breakthrough Therapy designation for the treatment of HDV and PRIME and Orphan designations from the European Medicines Agency. In Phase 2 studies, brelovitug demonstrated strong antiviral activity in HDV, achieving a 100% HDV RNA response, along with improvements in liver enzyme levels and a favorable safety profile, with the most common adverse event being injection-site erythema. Mirum owns worldwide rights to brelovitug.

About the AZURE Clinical Program

The AZURE program is a global, registrational Phase 3 clinical development program evaluating brelovitug for the treatment of chronic hepatitis delta virus (HDV). The program includes multiple open-label studies designed to assess the primary endpoint of combined virologic and biochemical response. Together, the studies are intended to support regulatory filings in the United States and Europe. Topline data from the program are expected in the second half of 2026 with a potential BLA submission and launch in 2027.

About Chronic Hepatitis Delta Virus (HDV)

HDV, a coinfection that occurs in some people infected with the hepatitis B virus, is the most severe form of viral hepatitis due to the potential for rapid progression to liver cirrhosis, liver cancer and liver-related death. HDV affects approximately 230,000 people in the United States and Europe. It is estimated that more than 50% of individuals with HDV will die of liver-related causes within 10 years of diagnosis. There are currently no approved treatments for HDV in the United States and most countries worldwide.

About Mirum Pharmaceuticals, Inc.

Mirum Pharmaceuticals (NASDAQ: MIRM) is a leading rare disease company with a global footprint of approved products and a broad pipeline of investigational medicines. Purpose-built to bring forward breakthrough medicines for people with overlooked conditions, Mirum combines deep rare disease expertise with strong connections to patient communities. The company’s commercial portfolio includes LIVMARLI® (maralixibat) for Alagille syndrome (ALGS) and progressive familial intrahepatic cholestasis (PFIC), CHOLBAM® (cholic acid) for bile-acid synthesis disorders, and CTEXLI® (chenodiol) for cerebrotendinous xanthomatosis (CTX).

Mirum's clinical-stage pipeline includes volixibat, an IBAT inhibitor in late-stage development for primary sclerosing cholangitis (PSC) and primary biliary cholangitis (PBC), brelovitug, a fully human monoclonal antibody in late-stage development for chronic hepatitis delta virus (HDV) and MRM-3379, a PDE4D inhibitor being evaluated for Fragile X syndrome (FXS).

Mirum's success is driven by a team dedicated to advancing high impact medicines through strategic development, disciplined execution and purposeful collaboration across the rare disease ecosystem. Learn more at www.mirumpharma.com and follow Mirum on Facebook, LinkedIn, Instagram and X.

Forward-Looking Statements

Statements contained in this press release regarding matters that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include statements regarding, among other things, the implementation of post-acquisition initiatives, including integrating the Bluejay team to Mirum; the anticipated use of proceeds from the private placements; the prospective benefits of the acquisition, including expectations that it will strengthen Mirum's rare disease portfolio and will be a strong, strategic fit for Mirum; the expectation that brelovitug will be synergistic with and advance Mirum's leadership in rare disease and benefit from Mirum's existing expertise, programs and relationships; expectations regarding brelovitug's ongoing development, including the potential completion of and successful results from the pivotal Phase 3 studies for HDV, the potential benefits of brelovitug, the anticipated timing for data from the Phase 3 studies, the anticipated costs of developing brelovitug, the estimated prevalence of HDV in the United States and Europe and its effects on patients, and the potential regulatory BLA submission and launch of brelovitug in 2027; and plans for additional brelovitug or other clinical programs. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Words such as "anticipate," "expected," "will," "could," "would," "potential," "continue," "plans," "intended," "believe," and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based upon Mirum's current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, which include, without limitation, ;risks associated with the development of acquired product candidates, including the failure of any expected synergies to be realized; risk and uncertainties arising from the integration of an acquired company, its employees and its assets with Mirum's business; risks associated with evaluating companies and assets for acquisition, including that the perceived benefits of the acquisition are not realized; risks and uncertainties with the development of investigational medicines generally, including the failure of future studies to generate the same or similar data as prior studies and the potential that estimated prevalences are materially inaccurate; the risks and uncertainties associated with Mirum's business in general, the impact of geopolitical and macroeconomic events, and the other risks described in Mirum's Annual Report for the year ended December 31, 2024, filed with the Securities and Exchange Commission on February 26, 2025, and subsequent filings with the Securities and Exchange Commission, which are available at www.sec.gov. All forward-looking statements contained in this press release speak only as of the date on which they were made and are based on management's assumptions and estimates as of such date. Mirum undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made, except as required by law.

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