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kpenn27dec2024.htm 6-K DocumentUNITED STATESSECURITIES AND EXCHANGE COMMISSION Washington, D.C.
20549 FORM 6-K REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13aâ€‘16 OR 15dâ€‘16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934 FOR THE MONTH OF DECEMBER 2024COMMISSION FILE NUMBER 001-
39081 BioNTech SE(Translation of registrantâ€™s name into English)An der Goldgrube 12D-55131 MainzGermany+49
6131-9084-0(Address of principal executive offices) Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20â€‘F or Form 40â€‘F: Form 20â€‘F âˆ‘ Form 40â€‘F âˆ‘ Indicate by check mark if
the registrant is submitting the Form 6â€‘K in paper as permitted by Regulation Sâ€™T Rule 101(b)(1): âˆ‘ Indicate by
check mark if the registrant is submitting the Form 6â€‘K in paper as permitted by Regulation Sâ€™T Rule 101(b)(7): âˆ‘
INFORMATION INCLUDED AS PART OF THIS FORM 6-KBioNTech SE (the â€œCompanyâ€) previously disclosed that
it was in discussions with the University of Pennsylvania (â€œPennâ€) concerning royalties and other related amounts
allegedly owed on sales of the Companyâ€™s, and its collaboration partner, Pfizer Inc.â€™s (â€œPfizerâ€), COVID-19
vaccine since commercialization.On December 23, 2024, the Company entered into a binding term sheet with Penn (the
â€œTerm Sheetâ€) to provide terms on which the Company retains license rights under certain Penn patent rights in
order to allow it to continue to pursue development and commercialization of Licensed Products (as defined in the
Patent Sublicense Agreement entered into between the Company and Cellscript LLC as of July 19, 2017 (the
â€œPSAâ€)). Under the terms of the Term Sheet, the Company and Penn would enter into a Settlement Agreement,
pursuant to which the Company would, among other things, pay up to \$467.0 million to Penn, consisting of \$400.0
million as royalties for calendar years 2020-2023, up to \$15.0 million in funding for a three-year extension of the
research term of the Companyâ€™s and Pennâ€™s vaccine alliance, and \$52.0 million as a contribution to a research
and development investment fund to be jointly managed by the Company and Penn (the â€œSettlement Paymentâ€).
The Companyâ€™s execution of the Term Sheet does not in any way constitute an admission of liability with respect to
any allegation raised by Penn, all of which the Company expressly denies, and nothing in the Term Sheet shall be taken
as or construed to be an admission by the Company as evidence supporting any such allegation, any matter of fact or
law, any violation of law or any other liability whatsoever.Pursuant to the Term Sheet, the Company and Penn agreed to
enter into a side letter to the PSA to provide for a low single-digit percentage royalty on Net Sales of Licensed Products
(each as defined in the PSA) for 2024 onwards and provide a framework for a license for use in combination products
which would include the COVID-19 vaccine used in combination with other active pharmaceutical ingredients. The
Company and Penn further agreed in the Term Sheet to make amendments to (i) their existing Collaboration and
License Agreement, dated October 9, 2018, as amended on September 8, 2021 and December 22, 2021, including the
three-year extension of the research term, in connection with which the Company would provide additional funding of
up to \$15.0 million as discussed above, and (ii) their existing Collaboration and License Agreement dated January 18,
2023.Upon partial receipt of the Settlement Payment, Penn has agreed to dismiss with prejudice the litigation Penn
filed against the Company and its former subsidiary, BioNTech RNA Pharmaceuticals GmbH, in the U.S. District Court
for the Eastern District of Pennsylvania (Civil Action No. 2:24-cv-3801 The Trustees of the University of Pennsylvania v.
BioNTech SE and BioNTech RNA Pharmaceuticals GmbH) in connection with the historical royalty dispute between the
parties, and to waive any claims or rights Penn may have had against the Company in connection with such historical
royalty dispute.In connection with the Term Sheet and proposed Settlement Agreement, Pfizer has agreed to reimburse
the Company for up to \$170.0 million of the claimed royalties payable to Penn for 2020-2023 sales in connection with
the proposed Settlement Agreement.SIGNATUREPursuant to the requirements of the Exchange Act, the registrant has
duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. BioNTech SEBy:/s/
Jens HolsteinBy:/s/ Dr. Sierk PoettingName: Jens HolsteinName: Dr. Sierk PoettingTitle: Chief Financial OfficerTitle:
Chief Operating OfficerDate: December 27, 2024