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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**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 22, 2018**

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**ACHIEVE LIFE SCIENCES, INC.**  
(Exact name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**033-80623**  
(Commission  
File Number)

**95-4343413**  
(IRS Employer  
Identification No.)

**1001 W. Broadway, Suite 400**  
**Vancouver, BC**  
(Address of Principal Executive Offices)

**V6H 4B1**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (604)736-3678**

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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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))

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.

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**Item 1.01 Entry into a Material Definitive Agreement.*****Amendment to University of Bristol License Agreement***

On January 22, 2018, Achieve Life Sciences, Inc. (the “Company”) entered into an amendment (the “Amendment”) to their existing license agreement, dated July 13, 2016 (the “License Agreement”) with the University of Bristol (the “Licensor”), pursuant to which the Company received exclusive rights for all human medicinal uses of cytosine across all therapeutic categories from the Licensor from research activities into cytosine and its derivatives.

In consideration of rights granted by the Licensor pursuant to the Amendment, Achieve agreed to pay an initial amount of \$37,500 upon the execution of the Amendment, and additional amounts of up to \$1.7 million, in the aggregate, tied to a financing milestone and to specific clinical development and commercialization milestones resulting from activities covered by the Amendment (in addition to amounts under the original License Agreement of up to \$3.2 million in the aggregate, tied to specific financing, development and commercialization milestones.) Additionally, if Achieve successfully commercializes any product candidate subject to the Amendment or to the original License Agreement, Achieve will be responsible, as provided in the original License Agreement, for royalty payments in the low-single digits and payments up to a percentage in the mid-teens of any sublicense income, subject to specified exceptions, based upon net sales of such licensed products. To date, Achieve has paid \$50,000 to the Licensor pursuant to the original License Agreement.

Unless otherwise terminated, the License Agreement will continue until the earlier of July 2036 or the expiration of the last patent claim subject to the License Agreement. Achieve may terminate the License Agreement for convenience upon a specified number of days’ prior notice to the Licensor. The License Agreement will terminate under customary termination provisions including Achieve’s bankruptcy or insolvency or its material breach of the agreement. Any patents issued in connection with these applications would be scheduled to expire on either February 5, 2036 or August 19, 2036.

**Item 5.08 Shareholder Director Nominations*****2017 Annual Meeting of Stockholders***

On January 23, 2018, Company set the date of its 2018 annual meeting of stockholders (the “2018 Annual Meeting”) as May 22, 2018, which date is more than 30 days from the first anniversary of the date of the Company’s 2017 annual meeting of stockholders that was held on October 26, 2017.

Previously, the Company had set the date of its 2018 Annual Meeting as May 24, 2018, as announced in the Company’s Proxy Statement filed on September 21, 2017. To be timely for our 2018 Annual Meeting, a stockholder’s notice must be delivered to or mailed and received by our Secretary at our principal executive offices not earlier than the close of business on January 24, 2018 and not later than the close of business on February 24, 2018.

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**Item 7.01 Regulation FD Disclosure.**

A copy of the Company's press release announcing its entry into the Amendment is filed as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated herein by reference. The information in this Item 7.01 of Current Report on Form 8-K, as well as Exhibit 99.1, shall not be treated as "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Exhibit Title or Description</b>
99.1	<a href="#"><u>Press Release issued by Achieve Life Sciences, Inc. dated January 24, 2018</u></a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: January 24, 2018

ACHIEVE LIFE SCIENCES, INC.

/s/ John Bencich

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John Bencich  
Chief Financial Officer



**Achieve Announces Expansion of Partnership with the University of Bristol for Next Generation Cytisine-Based Therapies to Include Exclusive Rights for Cytisine Development Across Multiple Therapeutic Categories**

**BOTHELL, Washington and VANCOUVER, British Columbia, January 24, 2018** — Achieve Life Sciences, Inc. (Nasdaq: ACHV), a clinical-stage pharmaceutical company committed to the global development and commercialization of cytisine for smoking cessation, today announced an amendment to their Technology Licence Agreement with the University of Bristol, United Kingdom. Achieve has been granted exclusive rights for all human medicinal uses of cytisine derivatives created under the License Agreement across all therapeutic categories. Under the amended collaboration agreement, studies will be conducted to generate and evaluate semi-synthetic cytisine derivatives for potential use in multiple indications across addiction and neurological disorders.

Achieve entered into a strategic collaboration in June 2017 with the University of Bristol to license certain patent and technology rights to explore next-generation cytisine-based therapies specifically related to smoking cessation.

Cytisine is a plant-based alkaloid with a high binding affinity to the nicotinic acetylcholine receptor. It is an established smoking cessation treatment that has been approved and marketed in Central and Eastern Europe for more than 20 years.

“Our immediate focus is to execute the cytisine smoking cessation development plan in U.S. but we must also be forward-thinking about our product lifecycle and pipeline,” said Rick Stewart, Chairman and CEO of Achieve Life Sciences. “Partnerships with key academic institutions, such as the University of Bristol, allow us to explore additional ways in which we can improve cytisine and evaluate its role in the treatment of other addictions and neurodegenerative diseases.”

Professor Tim Gallagher, PhD, Dean of the Faculty of Science and Professor of Organic Chemistry at the University of Bristol added, “Through our research, we will create novel cytisine derivatives and identify additional therapeutic applications for cytisine, which have been shown to target key cellular receptors implicated in a number of serious disorders. Our research is well under way and we expect to publish initial data in the near future.”

**About Achieve and Cytisine**

Achieve’s focus is to address the global smoking health epidemic through the development and commercialization of cytisine. Tobacco use is currently the leading cause of preventable death and is responsible for nearly six million deaths annually worldwide [1]. It is estimated that 28.6% of all cancer deaths in the U.S. are attributable to cigarette smoking [2].

Two prior, large-scale Phase 3 clinical studies of cytisine, with favorable outcomes, have been successfully completed in over 2,000 patients. The TASC trial was a 740 patient, double-blind, placebo controlled trial conceived by Professor Robert West at University College London and funded by the U.K. National Prevention Research Initiative. The

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CASCAID trial was a 1,310 patient, single-blind, non-inferiority trial comparing cytisine to nicotine replacement therapy (NRT). The CASCAID trial was conceived by Dr. Natalie Walker, National Institute for Health Innovation, University of Auckland and funded by the Health Research Council of New Zealand. Both trials were published in the New England Journal of Medicine.

#### **About The University of Bristol**

The University of Bristol is ranked within the top 50 universities in the world (QS World University Rankings 2018); it is also ranked among the top five institutions in the UK for its research, according to new analysis of the Research Excellence Framework (REF) 2014; and is the 3rd most targeted university by top UK employers.

The University was founded in 1876 and was granted its Royal Charter in 1909. It was the first university in England to admit women on the same basis as men.

The University is a major force in the economic, social and cultural life of Bristol and the region, but is also a significant player on the world stage. It has over 16,000 undergraduates and nearly 6,000 postgraduate students from more than 100 countries, and its research links span the globe.

#### **Forward Looking Statements**

This press release contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995, including, but not limited to, statements regarding the timing of clinical development of cytisine, the market size for cytisine and the potential benefits of cytisine. All statements other than statements of historical fact are statements that could be deemed forward-looking statements. Achieve may not actually achieve its plans or product development goals in a timely manner, if at all, or otherwise carry out its intentions or meet its expectations or projections disclosed in these forward-looking statements. These statements are based on management’s current expectations and beliefs and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those described in the forward-looking statements, including, among others, the risk that cytisine may not demonstrate the hypothesized or expected benefits; the risk that Achieve may not be able to obtain additional financing to fund the development of cytisine; the risk that cytisine will not receive regulatory approval or be successfully commercialized; the risk that new developments in the smoking cessation landscape require changes in business strategy or clinical development plans; the risk that Achieve’s intellectual property may not be adequately protected; general business and economic conditions; and the other factors described in the risk factors set forth in Achieve’s filings with the Securities and Exchange Commission from time to time, including the final Proxy Statement/Prospectus/Information Statement filed pursuant to Rule 424(b)(3) in connection with Achieve’s recent merger, and Achieve’s Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q. Achieve undertakes no obligation to update the forward-looking statements contained herein or to reflect events or circumstances occurring after the date hereof, other than as may be required by applicable law.

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**Achieve Contact**

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[1] World Health Organization. WHO Report on the Global Tobacco Epidemic, 2011, Geneva: World Health Organization, 2011.

[2] Annals of Epidemiology, Volume 25, Issue 3, 179-182.e1