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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): **March 21, 2023**

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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.)

**1040 West Georgia, Suite 1030**  
**Vancouver, B.C., Canada**  
(Address of Principal Executive Offices)

**V6E 4H1**  
(Zip Code)

**Registrant's Telephone Number, Including Area Code: (604) 210-2217**

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of exchange on which registered</u>
Common Stock, par value \$0.001 per share	ACHV	The NASDAQ Capital 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.

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### Item 1.01 Entry into a Material Definitive Agreement

On March 21, 2023, Achieve Life Sciences, Inc. (the “Company”) entered into an amendment (the “Amendment”) to its Cooperation Agreement (the “Cooperation Agreement”) with Dialectic Capital Management, LP (“Dialectic”) and related entities (collectively with Dialectic, the “Stockholders”) regarding certain changes to the composition of the Company’s board of directors (the “Board”) and other related matters.

Pursuant to the terms of the Amendment, the Company shall, no later than April 3, 2023, appoint three individuals (to the Board to fill three vacancies created by either (x) the departure of an incumbent member of the Board as designated in the Cooperation Agreement or (y) expanding the Board size to up to 11 directors.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment filed as Exhibit 10.1 hereto.

### Item 9.01 Financial Statements and Exhibits

(d) Exhibits

#### Exhibit No. Description

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10.1	<a href="#"><u>Amendment to the Cooperation Agreement, dated March 21, 2023, by and among Achieve Life Sciences, Inc., Dialectic Capital Management, LP and the other parties set forth on the signature pages thereto</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: March 23, 2023

ACHIEVE LIFE SCIENCES, INC.

/s/ John Bencich

John Bencich

Chief Executive Officer (Principal Executive and Financial Officer)

ACHIEVE LIFE SCIENCES, INC.  
1040 West Georgia Street, Suite 1030  
Vancouver, BC V6E 4H1

March 21, 2023

Dialectic Capital Management, LP  
119 Rowayton Avenue, 2nd Floor  
Norwalk, Connecticut 06853

Re: Amendment to Cooperation Agreement

Ladies and Gentlemen:

This amendment (this "Amendment") refers to that certain Cooperation Agreement by and between Achieve Life Sciences, Inc., a Delaware corporation (the "Company"), and each of Dialectic Capital Management, LP ("Dialectic"), Dialectic Partners, LLC, Dialectic Life Sciences SPV LLC, Dialectic LS Manager LLC and John Fichthorn, in his individual capacity (each, individually, a "Stockholder" and, collectively, the "Stockholders"), dated as of March 1, 2023 (as amended from time to time, the "Cooperation Agreement"). Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to those terms in the Cooperation Agreement

In exchange for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the Stockholders agree as follows:

1. Amendment. The Cooperation Agreement is hereby amended, as follows:
    - a. The first sentence of Section 1(b) of the Cooperation Agreement is hereby amended and restated as follows:
      - b. Each of the Designees shall initially be recommended by the Nominating Committee and appointed by the Board to fill three vacancies on the Board effective no later than April 3, 2023 and shall be nominated by the Board for election at the 2023 Annual Meeting of the Company's stockholders (the "2023 Annual Meeting").
  2. Miscellaneous.
    - a. No later than two (2) business days following the execution of this Amendment, (i) the Stockholders shall file with the SEC an amendment to the Schedule 13D in compliance with Section 13 of the Exchange Act, reporting their entry into this Amendment, disclosing applicable items to conform to its obligations hereunder and appending this Amendment as an exhibit thereto and (ii) the Company shall file with the SEC a Current Report on Form 8-K, reporting its entry into this Amendment and appending this Amendment. Each party shall provide the other and its respective Representatives with a reasonable opportunity to review such filings prior to it being filed with the SEC and consider in good faith any comments of the other party and its Representatives.
    - b. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated. It is hereby stipulated and declared to be the intention of the parties that the parties would have executed the remaining terms, provisions, covenants and restrictions without including any of such which may be hereafter declared invalid, void or unenforceable. In addition, the parties agree to use their reasonable best efforts to agree upon and substitute a valid and enforceable
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term, provision, covenant or restriction for any of such that is held invalid, void or enforceable by a court of competent jurisdiction.

- c. This Amendment shall be governed by and construed in accordance with the internal substantive laws of the State of Delaware.
- d. This Amendment may be executed in more than one counterpart. Each such counterpart shall be deemed an original and all counterparts, taken together, shall constitute one and the same instrument. Signatures to this Amendment transmitted by facsimile transmission, by electronic mail in “portable document format” (“.pdf”) form, or by any other electronic means intended to preserve the original graphic and pictorial appearance of a document, shall have the same effect as physical delivery of the paper document bearing the original signature.
- e. Neither this Amendment nor any rights or obligations hereunder shall be assigned or delegated by any party without the prior written consent of the other party.

*[Signature Page to Follow]*

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IN WITNESS WHEREOF, the parties have caused this Amendment to be executed in multiple originals by their authorized officers, all as of the date and year first written above.

**ACHIEVE LIFE SCIENCES, INC.**

By: /s/ John Bencich  
Name: John Bencich  
Title: Chief Executive Officer

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IN WITNESS WHEREOF, the parties have caused this Amendment to be executed in multiple originals by their authorized officers, all as of the date and year first written above.

By: /s/ John Fichthorn  
Name: John Fichthorn

**DIALECTIC CAPITAL MANAGEMENT, LP  
DIALECTIC PARTNERS, LLC  
DIALECTIC LIFE SCIENCES SPV LLC  
DIALECTIC LS MANAGER LLC**

By: /s/ John Fichthorn  
Name: John Fichthorn  
Title: Authorized Signatory