

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended December 31, 2022

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934  
Commission File Number 033-80623

**Achieve Life Sciences, Inc.**

(Exact name of the registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

95-4343413  
(I.R.S. Employer  
Identification No.)

22722 29th Drive SE, Suite 100, Bothell, WA 98021  
1040 West Georgia Street, Suite 1030, Vancouver, B.C. V6E 4H1  
(Address of principal executive offices, including zip code)

(604) 210-2217

(Registrant's telephone number, including area code)

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

<u>Title of Each Class</u>	<u>Trading Symbol(s)</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	ACHV	The Nasdaq Capital Market LLC

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

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

If securities are registered pursuant to Section 12(b) of the Act, indicate by check mark whether the financial statements of the registrant included in the filing reflect the correction of an error to previously issued financial statements.

Indicate by check mark whether any of those error corrections are restatements that required a recovery analysis of incentive-based compensation received by any of the registrant's executive officers during the relevant recovery period pursuant to §240.10D-1(b).

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.). Yes  No

As of June 30, 2022, the aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant was \$47,146,099 computed with reference to the price at which the Common Stock was last sold on June 30, 2022. As of March 16, 2023, 17,930,362 shares of the registrant's Common Stock were outstanding.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's Definitive Proxy Statement for its 2023 Annual Meeting of Stockholders ("Proxy Statement"), to be filed within 120 days of the Registrant's fiscal year ended December 31, 2022, is incorporated by reference into Part III of this Annual Report on Form 10-K.  
Auditor Name: PricewaterhouseCoopers LLP Auditor Location: Vancouver, BC, Canada Auditor Firm ID: 271.

#### EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) is being filed to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2022 (“the “Original Filing”), filed with the U.S. Securities and Exchange Commission on March 16, 2023 (the “Original Filing Date”). The sole purpose of this Amendment No. 1 is to correct a typographical error in the previously filed Consent of Independent Registered Public Accounting Firm (filed as Exhibit 23.1), which inadvertently referenced the incorrect date with respect to the Report of Independent Registered Public Accounting Firm.

Except as described above, no changes have been made to the Original Filing and this Amendment No. 1 does not modify, amend or update in any way any of the financial or other information contained in the Original Filing. This Amendment No. 1 does not reflect events that may have occurred subsequent to the Original Filing Date.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Amendment No. 1 also contains a new certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which is attached hereto. Because no financial statements have been included in this Amendment No. 1 and this Amendment No. 1 does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

Achieve Life Sciences, Inc.

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**ITEM 15.**  
**EXHIBITS AND FINANCIAL STATEMENT SCHEDULES**

(1) Exhibits Exhibit Exhibits

Exhibit Number	Description	Incorporated by Reference				Filed/ Furnished Herewith
		Form	File No.	Exhibit	Filing Date	
3.1	<a href="#"><u>Second Amended and Restated Certificate of Incorporation filed on May 24, 2013</u></a>	8-K	033-80623	3.1	May 29, 2013	
3.2	<a href="#"><u>Certificate of Amendment to Amended and Restated Certificate of Incorporation filed on May 21, 2015</u></a>	8-K	033-80623	3.1	May 22, 2015	
3.3	<a href="#"><u>Certificate of Amendment (Reverse Stock Split) to Second Amended and Restated Certificate of Incorporation filed on August 1, 2017</u></a>	8-K	033-80623	3.1	August 2, 2017	
3.4	<a href="#"><u>Certificate of Amendment (Name Change) to Second Amended and Restated Certificate of Incorporation filed on August 1, 2017</u></a>	8-K	033-80623	3.2	August 2, 2017	
3.5	<a href="#"><u>Certificate of Amendment (Elimination of Cumulative Voting) to Second Amended and Restated Certificate of Incorporation filed on October 31, 2017</u></a>	8-K	033-80623	3.1	November 1, 2017	
3.6	<a href="#"><u>Certificate of Amendment (Reverse Stock Split) to the Second Amended and</u></a>	8-K	033-80623	3.1	May 23, 2018	

	<a href="#"><u>Restated Certificate of Incorporation filed on May 22, 2018</u></a>				
3.7	<a href="#"><u>Certificate of Amendment (Increase in Authorized Shares) to the Second Amended and Restated Certificate of Incorporation filed on May 22, 2018</u></a>	8-K	033-80623	3.2	May 23, 2018
3.8	<a href="#"><u>Certificate of Designation of Preferences, Rights and Limitations, with respect to the Series B Convertible Preferred Stock, filed</u></a>	8-K	033-80623	3.1	December 20, 2019
3.9	<a href="#"><u>Sixth Amended and Restated Bylaws</u></a>	8-K	033-80623	3.1	January 5, 2017
3.10	<a href="#"><u>Amendment to Sixth Amended and Restated Bylaws</u></a>	10-Q	033-80623	3.1	November 7, 2018
4.1	<a href="#"><u>Specimen Certificate of Common Stock</u></a>	10-Q	000-21243	4.1	November 10, 2008
4.2	<a href="#"><u>Form of Warrant (LPC)</u></a>	8-K	033-80623	4.1	September 14, 2017
4.3	<a href="#"><u>Form of Common Stock Purchase Warrant (June 2018 Offering)</u></a>	8-K	033-80623	4.1	June 20, 2018
4.4	<a href="#"><u>Form of Preferred Stock Certificate</u></a>	8-K	033-80623	4.2	June 20, 2018
4.5	<a href="#"><u>Form of Common Stock Purchase Warrant (October 2018 Private Placement)</u></a>	8-K	033-80623	4.1	October 1, 2018
4.6	<a href="#"><u>Form of Warrant (May 2019)</u></a>	8-K	033-80623	4.1	June 3, 2019
4.7	<a href="#"><u>Form of Common Stock Purchase</u></a>	8-K	033-80623	4.1	December 20, 2019

	<a href="#"><u>Warrant (December 2019 Offering)</u></a>				
4.8	<a href="#"><u>Form of Common Stock Purchase Warrant (April 2020)</u></a>	8-K	033-80623	4.1	April 30, 2020
4.9	<a href="#"><u>Form of Pre-Funded Warrant (August 2020)</u></a>	8-K	033-80623	4.1	August 4, 2020
4.10	<a href="#"><u>Form of Underwriter's Warrant</u></a>	S-1	333-250074	4.11	November 30, 2020
4.11	<a href="#"><u>Description of Securities Registered Under Section 12 of the Securities Exchange Act of 1934</u></a>	10-K	033-80623	4.12	March 13, 2020
4.12	<a href="#"><u>Registration Rights Agreement, dated December 22, 2021, among Achieve Life Sciences, Inc., Silicon Valley Bank and SVB Innovation Credit Fund VIII, L.P.</u></a>	8-K	033-80623	10.1	December 22, 2021
4.13	<a href="#"><u>Form of Common Stock Purchase Warrant (November 2022)</u></a>	8-K	033-80623	4.1	November 18, 2022
4.14	<a href="#"><u>Form of Registration Rights Agreement (November 2022)</u></a>	8-K	033-80623	10.2	November 18, 2022
10.1	<a href="#"><u>Form of OncoGenex Pharmaceuticals, Inc. 2010 Stock Option Agreement††</u></a>	8-K	033-80623	10.1	June 14, 2010
10.2	<a href="#"><u>Form of OncoGenex Pharmaceuticals, Inc. 2010</u></a>	10-Q	033-80623	10.2	November 3, 2011

	<a href="#"><u>Restricted Stock Unit Agreement††</u></a>				
10.3	<a href="#"><u>OncoGenex Pharmaceuticals, Inc. 2010 Performance Incentive Plan, as amended and restated††</u></a>	DEF 14A	033-80623	Appendix A	April 16, 2015
10.4	<a href="#"><u>Achieve Life Sciences 2017 Equity Incentive Plan††</u></a>	DEF 14A	033-80623	Appendix A	September 21, 2017
10.5	<a href="#"><u>Form of Achieve Life Sciences Stock Option Agreement††</u></a>	10-Q	033-80623	10.7b	March 1, 2018
10.6	<a href="#"><u>Form of Achieve Life Sciences Restricted Stock Unit Agreement††</u></a>	10-Q	033-80623	10.7c	March 1, 2018
10.7	<a href="#"><u>Achieve Life Sciences 2017 Employee Stock Purchase Plan††</u></a>	DEF 14A	033-80623	Appendix B	September 21, 2017
10.8	<a href="#"><u>Achieve Life Sciences 2018 Equity Incentive Plan, as amended, and forms of award agreements thereunder††</u></a>	10-K	033-80623	10.8	March 16, 2023
10.9	Form of Indemnification Agreement for Officers and Directors of the Company†† (p)	S-1	33-96112	10.19	September 25, 1995
10.10	<a href="#"><u>Form of Indemnification Agreement between OncoGenex Technologies Inc. and Cindy Jacobs††</u></a>	F-1	333-139293	10.7	December 13, 2006
10.11	<a href="#"><u>Employment Agreement between the Company and</u></a>	10-Q	033-80623	10.27	November 5, 2009



Cindy Jacobs dated as of  
November 3, 2009††

10.12	<u>Employment Agreement between OncoGenex Pharmaceuticals, Inc. and John Bencich††</u>	10-Q	033-80623	10.1	November 10, 2016
10.13	<u>Employment Agreement between the Company and Richard Stewart, executed May 22, 2018 ††</u>	8-K	033-80623	10.1	May 23, 2018
10.14	<u>Exclusive License Agreement, by and between Sopharma Joint Stock Company and Extab Corporation, dated May 26, 2009*</u>	S-4/A	333-216961	10.21	May 3, 2017
10.15	<u>Variation of Contract, by and between Sopharma AD and Extab Corporation, dated May 14, 2015*</u>	S-4/A	333-216961	10.22	May 3, 2017
10.16	<u>Commercial Agreement on Supply of Pharmaceutical Products, by and between Sopharma AD and Extab Corporation, dated February 1, 2010*</u>	S-4/A	333-216961	10.23	May 3, 2017
10.17	<u>Variation of Contract, by and between Sopharma AD and Extab Corporation, dated May 14, 2015*</u>	S-4/A	333-216961	10.24	May 3, 2017
10.18	<u>Technical and Quality Agreement, by and between Sopharma AD and Extab Corporation, dated May 14, 2015*</u>	S-4/A	333-216961	10.25	May 3, 2017

10.19	<a href="#">License of Technology, by and between University of Bristol and Achieve Life Science, Inc., dated July 13, 2016*</a>	S-4/A	333-216961	10.27	May 3, 2017
10.20	<a href="#">Amendment to University of Bristol License Agreement, dated January 22, 2018, by and between Achieve Life Science, Inc., and the University of Bristol*</a>	10-Q/A	033-80623	10.1	May 23, 2018
10.21	<a href="#">Office Lease by and between 0846869 B.C. Ltd. and Achieve Life Sciences Technologies Inc., commencing February 1, 2019</a>	10-K	033-80623	10.25	March, 14, 2019
10.22	<a href="#">Amendment to Office Lease, dated December 16, 2022, by and between 0846869 B.C. Ltd. and Achieve Life Sciences Technologies Inc.</a>	10-K	033-80623	10.22	March 16, 2023
10.23	<a href="#">Amended and Restated Supply Agreement, dated July 28, 2017, by and between Achieve Life Science, Inc., and Sopharma AD*</a>	10-Q	033-80623	10.1	November 9, 2017
10.24	<a href="#">Letter of Variation, dated September 28, 2020, by and between Achieve Pharma UK Limited and Richard Stewart††</a>	10-Q	033-80623	10.1	November 12, 2020
10.25	<a href="#">Amended and Restated Employment Agreement, dated</a>	10-Q	033-80623	10.3	November 12, 2020

	<a href="#"><u>September 28, 2020, by and between Achieve Life Sciences, Inc. and John Bencich ††</u></a>				
10.26	<a href="#"><u>Amended and Restated Employment Agreement, dated September 27, 2022, by and between Achieve Life Sciences, Inc. and Cindy Jacobs ††</u></a>	10-K	003-80623	10.26	March 16, 2023
10.27	<a href="#"><u>At the Market Sales Agreement, dated December 21, 2021, by and between Achieve Life Sciences, Inc. and Virtu Americas LLC</u></a>	S-3	333-261811	1.2	December 21, 2021
10.28	<a href="#"><u>Contingent Convertible Debt Agreement, dated December 22, 2021, among Achieve Life Sciences, Inc., Silicon Valley Bank and SVB Innovation Credit Fund VIII, L.P.</u></a>	8-K	033-80623	10.1	December 22, 2021
10.29	<a href="#"><u>First Amendment to 2021 Contingent Convertible Debt Agreement dated December 22, 2021 by and among Achieve Life Sciences, Inc., Silicon Valley Bank, and SVB Innovation Credit Fund VIII, L.P.</u></a>	8-K	033-80623	10.2	April 27, 2022
10.30	<a href="#"><u>Loan and Security Agreement, dated April 26, 2022, among Achieve Life Sciences, Inc. and Silicon Valley Bank</u></a>	8-K	033-80623	10.1	April 27, 2022
21.1	<a href="#"><u>Subsidiaries of the Registrant</u></a>	10-K	033-80623	21.1	March 16, 2023

23.1	<a href="#">Consent of PricewaterhouseCoopers LLP</a>					X
24.1	<a href="#">Power of Attorney</a>	10-K	033-80623	24.1	March 16, 2023	
31.1	<a href="#">Certification of Chief Executive Officer (Principal Executive Officer and Financial Officer) pursuant to Rule 13a-14(a) or 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</a>					X
32.1	<a href="#">Certification of Chief Executive Officer (Principal Executive Officer and Financial Officer) pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**</a>	10-K	033-80623	32.1	March 16, 2023	
101.INS	Inline XBRL Instance Document	10-K	033-80623	101.INS	March 16, 2023	
101.SCH	Inline XBRL Taxonomy Extension Schema Document	10-K	033-80623	101.SCH	March 16, 2023	
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document	10-K	033-80623	101.CAL	March 16, 2023	
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document	10-K	033-80623	101.DEF	March 16, 2023	
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document	10-K	033-80623	101.LAB	March 16, 2023	
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document	10-K	033-80623	101.PRE	March 16, 2023	
104	Cover Page Interactive Data File (embedded)	10-K	033-80623	104	March 16, 2023	

within the Inline XBRL document)

- † Schedules and similar attachments to the Merger Agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company will furnish supplementally a copy of any omitted schedule or similar attachment to the SEC upon request.
- †† Indicates management contract or compensatory plan or arrangement.
- \* The Company has omitted portions of the exhibit as permitted under Item 601(b)(10) of Regulation S-K.
- \*\* The certifications attached as Exhibits 32.1 and 32.2 accompany to this Annual Report on Form 10-K pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

ACHIEVE LIFE SCIENCES, INC.  
(Registrant)

Date: May 16, 2023

By: /s/ JOHN BENCICH  
John Bencich  
Chief Executive Officer







**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in the registration statements on Form S-8 (File Nos. 333-153206, 333-168820, 333-190480, 333-197937, 333-206569, 333-221473, 333-228253, 333-231520, 333-236059, 333-238505, 333-254156 and 333-263421), Form S-1 (File Nos. 333-228596, 333-232817, 333-234530, 333-238970 and 333-250074) and Form S-3 (File Nos. 333-269059 and 333-261811) of Achieve Life Sciences, Inc. of our report dated March 16, 2023 relating to the consolidated financial statements, which appears in the Annual Report on Form 10-K for the year ended December 31, 2022.

/s/ PricewaterhouseCoopers LLP

**Chartered Professional Accountants**

Vancouver, Canada

May 16, 2023

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**Certification Pursuant to Rule 13a-14(a) or Rule 15d-14(a) of the Securities Exchange Act of 1934**

I, John Bencich, certify that:

1. I have reviewed this annual report on Form 10-K of Achieve Life Sciences, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 16, 2023

/s/ JOHN BENCICH

John Bencich

Chief Executive Officer (Principal Executive and Financial Officer)

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