

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): November 14, 2019

PDL BioPharma, Inc.

(Exact name of Company as specified in its charter)

000-19756
(Commission File Number)

Delaware
(State or Other Jurisdiction of Incorporation)

94-3023969
(I.R.S. Employer Identification No.)

932 Southwood Boulevard
Incline Village, Nevada 89451
(Address of principal executive offices, with zip code)

(775) 832-8500
(Company's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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 \$0.01 per share | PDLI | The NASDAQ Stock Market LLC |

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 8.01 Other Events.

On November 14, 2019, PDL BioPharma, Inc. issued a press release with a response to Engine Capital LP's escalation of its public campaign criticizing PDL's strategic direction. The press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|-------------------------------|
| 99.1 | Press Release |

SIGNATURES

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

PDL BIOPHARMA, INC.
(Company)

By: /s/ Dominique Monnet
Dominique Monnet
President and Chief Executive Officer

Dated: November 14, 2019

Exhibit Index

| Exhibit No. | Description |
|--------------------|-------------------------------|
| 99.1 | Press Release |



PDL BioPharma Reaffirms Commitment To Shareholder Value Creation

Responds to Escalation of Engine Capital's Public Campaign

INCLINE VILLAGE, Nev., Nov. 14, 2019 - PDL BioPharma, Inc. ("PDL" or the "Company") (Nasdaq: PDLI) today issued the following statement in response to Engine Capital LP's ("Engine") escalation of its public campaign criticizing PDL's strategic direction:

"PDL values shareholder input and invited Engine to present its views to members of our Board yesterday. It's unfortunate that Engine decided to escalate its public campaign less than 24 hours after the meeting rather than give the Board a meaningful opportunity to consider its most recent presentation.

"PDL's Board and management team are steadfast in their commitment to acting in the best interests of all PDL shareholders and in September began working with an external financial advisor to provide an independent strategic and financial review of PDL's business, including many of the topics that Engine has raised. This review is ongoing, and the Board will consider suggestions from the Company's shareholders, including Engine, as part of its deliberations.

"Recently, the Board has taken significant steps to build value for all shareholders, including repurchasing \$155 million, or almost 32%, of PDL common stock since March 2017. Further, since June 2018, PDL has replaced 50% of its Board with the appointments of four new directors, significantly reducing the Board's average tenure. Three of the new directors are independent and two of the new independent directors increased the diversity of the Board.

"The Company's Board, which is comprised of directors with vast experience in areas important to PDL's business and who have served as executives at some of the world's largest biopharmaceutical and biotech companies, will evaluate the results of the independent review.

"The Board and management team are confident that the actions the Company has taken, and will continue to take, best position PDL to enhance value to all of the Company's shareholders. PDL looks forward to continuing its dialogue with all of its shareholders, including Engine, as it works to enhance shareholder value."

About PDL BioPharma, Inc.

PDL's mission is to improve the lives of patients and create value for our shareholders and our people by applying our capital and expertise for the successful development and commercialization of innovative therapeutics by our partner companies. We deliver on our mission by entering into strategic transactions involving innovative late clinical-stage or early commercial-stage therapeutics with attractive revenue growth potential. For more information please visit www.pdl.com.

NOTE: PDL, PDL BioPharma, the PDL logo and associated logos and the PDL BioPharma logo are trademarks or registered trademarks of, and are proprietary to, PDL BioPharma, Inc. which reserves all rights therein. Noden, Noden Pharma, Tekturna, Tekturna HCT, Rasilez and Rasilez HCT and associated logos are trademarks or registered trademarks of, and are proprietary to, Noden Pharma DAC, which reserves all right therein. LENSAR and associated logos are trademarks or registered trademarks of, and are proprietary to, LENSAR, Inc., which reserves all rights therein.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Each of these forward-looking statements involves risks and uncertainties. Actual results may differ materially from those, express or implied, in these forward-looking statements. Important factors that could impair the value of the Company's assets and business are disclosed in the risk factors contained in the Company's Annual Report on Form 10-K, filed with the Securities and Exchange Commission on March 15, 2019 and subsequent filings. All forward-looking statements are expressly qualified in their entirety by such factors. We do not undertake any duty to update any forward-looking statement except as required by law.

Contacts

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