

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): July 17, 2019

VICAL INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-21088
(Commission
File Number)

93-0948554
(I.R.S. Employer
Identification No.)

10390 Pacific Center Court
San Diego, California
(Address of principal executive offices)

92121-4340
(Zip Code)

Registrant's telephone number, including area code: **(858) 646-1100**

Not Applicable.

(Former name or former address, if changed since last report.)

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:

- 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, \$0.01 par value per share	VICL	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.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard: Transfer of Listing.

On July 17, 2019, Vical Incorporated (the “Company”) received a letter from The Nasdaq Stock Market indicating that for 30 consecutive business days the Company’s common stock had not maintained a minimum closing bid price of \$1.00 (“Minimum Bid Price Requirement”) per share as required by Nasdaq Listing Rule 5550(a)(2). This notice of noncompliance has had no immediate impact on the continued listing or trading of the Company’s common stock on the Nasdaq Capital Market.

Under Nasdaq Listing Rule 5810(c)(3)(A), if during the 180 calendar days following the date of the notification (the “Compliance Period”) ending on January 13, 2020, the closing bid price of the Company’s stock is at or above \$1.00 for a minimum of ten consecutive business days, the Company will regain compliance with the Minimum Bid Price Requirement and the common stock will continue to be eligible for listing on the Nasdaq Capital Market.

If the Company does not achieve compliance with the Minimum Bid Price Requirement by the end of the Compliance Period, under Nasdaq Listing Rule 5810(c)(3)(A)(ii), if on the last day of the Compliance Period, the Company is in compliance with the market value requirement for continued listing of its common stock on the Nasdaq Capital Market as well as all other listing standards for initial listing of its common stock on the Nasdaq Capital Market (other than the Minimum Bid Price Requirement), and the Company provides written notice of its intention to cure the deficiency during a second compliance period, Nasdaq may grant the Company an additional Compliance Period through July 16, 2020.

If the Company receives a Staff Delisting Determination, the Company may, at that time, request in writing that a Nasdaq Hearing Panel review the matter in a written or an oral hearing. Such a review, if granted, would stay delisting until a Panel ruling. After the Nasdaq Hearing Panel determination is final, the Company may then appeal the Hearing Panel decision to the Listing Council. If granted, such an appeal would not stay the Hearing Panel decision.

The Company intends to monitor the closing bid price of its common stock and may, if appropriate, consider implementing available options to regain compliance with the Minimum Bid Price Requirement under the Nasdaq Listing Rules. As previously disclosed, the Company is holding a special meeting of stockholders on August 30, 2019 for the purpose of voting upon, among other things, a proposed merger with Brickell Biotech, Inc. as well as a reverse stock split to be implemented in connection with the merger.

SIGNATURES

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

VICAL INCORPORATED

Date: July 18, 2019

By: /s/ VIJAY B. SAMANT
Vijay B. Samant
Chief Executive Officer