

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the quarterly period ended March 31, 2020.

Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934.

For the transition period from _____ to _____.

Commission File Number

001-35342

LUMOS PHARMA, INC.

(Exact name of Registrant as specified in Its Charter)

Delaware

(State or other jurisdiction of incorporation or organization)

42-1491350

(I.R.S. Employer Identification No.)

4200 Marathon Blvd #200

Austin, Texas 78756

(512) 215-2630

(Address, including zip code, and telephone number, including area code, of principal executive offices)

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	LUMO	The Nasdaq Stock Market

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 and post 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. (Check one):

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 is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of May 27, 2020, there were 8,292,803 shares of the registrant's Common Stock, par value \$0.01 per share, outstanding.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 on Form 10-Q/A (the “**Amendment**”) to the Quarterly Report on Form 10-Q of Lumos Pharma, Inc. (the “**Company**”) for the quarter ended March 31, 2020 that was filed with the Securities and Exchange Commission (the “**SEC**”) on June 2, 2020 (the “**Original Form 10-Q**”) is to add this Explanatory Note disclosing that, as previously disclosed in the Company’s Current Report on Form 8-K as filed with the SEC on May 14, 2020 (the “**Form 8-K**”) and in accordance with the SEC’s March 4, 2020 Order (Release No. 34-88318), as modified on March 25, 2020 (Release No. 34-88465) (collectively, the “**Order**”), the Company (i) is relying on the relief provided by the Order in connection with the filing of the Original Form 10-Q and (ii) was unable to file the Original Form 10-Q in a timely manner because the Company’s key accounting and legal personnel assisting the Company in the preparation of its financial statements were working remotely and therefore were unable to maintain the same ordinary course interactions with the Company’s professional advisors. As indicated above, the Company filed the Original Form 10-Q on June 2, 2020, which was within the permissible extended filing deadline pursuant to the Order and in accordance with the Company’s prior disclosure in the Form 8-K.

In addition, Part II, Item 6 of the Original Form 10-Q is hereby amended and restated in its entirety. No other changes have been made to the Original Form 10-Q. This Amendment speaks as of the original filing date of the Original Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and other than as set forth above, does not modify or update in any way disclosures made in the Original Form 10-Q.

Exhibit Number	Description	Incorporated By Reference			Filed Herewith
		Form	Filing Date	Number	
2.1	† Agreement and Plan of Merger and Reorganization, dated September 30, 2019, by and among NewLink Genetics Corporation, Cyclone Merger Sub, Inc. and Lumos Pharma, Inc.	8-K	9/30/2019	2.1	
3.1	Amended and Restated Certificate of Incorporation filed on November 16, 2011	8-K	11/18/2011	3.1	
3.2	Certificate of Amendment to Restated Certificate of Incorporation filed on May 10, 2013	8-K	5/14/2013	3.1	
3.3	Certificate of Amendment to Certificate of Incorporation to Effect the Reverse Stock Split	8-K	3/18/2020	3.1	
3.4	Certificate of Amendment to Certificate of Incorporation to Effect the Name Change	8-K	3/18/2020	3.2	
3.5	Amended and Restated Bylaws	8-K	9/30/2019	3.1	
4.1	Form of the Registrant's Common Stock Certificate	8-K	3/18/2020	4.1	
4.2	Amended and Restated Investor Rights Agreement by and between the Registrant and certain holders of the Registrant's capital stock dated as of December 1, 2010	10-Q	5/10/2012	4.3	
10.1	^ License Agreement by and between Merck Sharp & Dohme Corp. and Ammonett Pharma LLC, effective as of October 22, 2013	8-K/A	5/29/2020	10.1	
10.2	^ Asset Purchase Agreement by and among Lumos Pharma, Inc., Ammonett Pharma LLC, and each of certain individuals listed, effective July 26, 2018	8-K/A	5/29/2020	10.2	
10.3	* Lumos Pharma, Inc. 2012 Equity Incentive Plan	8-K	3/18/2020	10.1	
10.4	* 2012 Equity Incentive Plan Form of Incentive Stock Option Agreement	8-K	3/18/2020	10.2	
10.5	* Lumos Pharma, Inc. 2016 Equity Incentive Plan	8-K	3/18/2020	10.3	
10.6	* 2016 Form of Stock Option Agreement	8-K	3/18/2020	10.4	
31.1	Certificate of principal executive officer required by Rule 13a-14(a)/15d-14(a)	10-K	6/2/2020	31.1	
31.2	Certificate of principal financial officer required by Rule 13a-14(a)/15d-14(a)	10-K	6/2/2020	31.2	
31.3	Certificate of principal executive officer required by Rule 13a-14(a)/15d-14(a)				X
31.4	Certificate of principal financial officer required by Rule 13a-14(a)/15d-14(a)				X
32.1	# Section 1350 Certification	10-K	6/2/2020	32.1	
32.2	# Section 1350 Certification				X
101.INS	XBRL Instance Document	10-K	6/2/2020	101.INS	
101.SCH	XBRL Taxonomy Extension Schema Document	10-K	6/2/2020	101.CAL	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	10-K	6/2/2020	101.LAB	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	10-K	6/2/2020	101.INS	
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	10-K	6/2/2020	101.PRE	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	10-K	6/2/2020	101.DEF	
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	10-K	6/2/2020	101.INS	

The certifications attached as Exhibit 32.1 and 32.2 that accompany this Quarterly Report on Form 10-Q are not deemed filed with the Securities and Exchange Commission and are not to be incorporated by reference into any filing of Lumos Pharma, Inc. under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, whether made before or after the date of this Form 10-Q, irrespective of any general incorporation language contained in such filing.

* Indicates management contract or compensatory plan.

† The schedules and exhibits to the merger agreement have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the Securities and Exchange Commission upon request.

^ Certain schedules and exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request. Certain confidential portions of this exhibit have been omitted pursuant to Item 601(b)(10)(iv) of Regulation S-K. Copies of the unredacted exhibit will be furnished to the SEC upon request.

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 thereunto duly authorized.

LUMOS PHARMA, INC.

By: /s/ Richard J. Hawkins
Richard J. Hawkins
Chief Executive Officer
(Principal Executive Officer)
Date: July 7, 2020

By: /s/ Carl W. Langren
Carl W. Langren
Chief Financial Officer and Secretary
(Principal Financial Officer)
Date: July 7, 2020

CERTIFICATION

I, Richard J. Hawkins, certify that:

1. I have reviewed this Form 10-Q/A of Lumos Pharma, 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;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 7, 2020

By: /s/ Richard J. Hawkins

Richard J. Hawkins

Chief Executive Officer

CERTIFICATION

I, Carl W. Langren, certify that:

1. I have reviewed this Form 10-Q/A of Lumos Pharma, 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;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: July 7, 2020

By: /s/ Carl W. Langren
Carl W. Langren
Chief Financial Officer and Secretary
(Principal Financial Officer)

CERTIFICATION

Pursuant to the requirements set forth in Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Section 1350 of Chapter 63 of Title 18 of the United States Code (18 U.S.C. § 1350), Richard J. Hawkins, Chief Executive Officer of Lumos Pharma, Inc. (the "Company"), and Carl W. Langren, Chief Financial Officer and Secretary of the Company, each hereby certifies that, to the best of his knowledge:

1. The Company's Quarterly Report on Form 10-Q/A for the period ended March 31, 2020, to which this Certification is attached as Exhibit 32.2 (the "Periodic Report"), fully complies with the requirements of Section 13(a) or Section 15(d) of the Exchange Act; and
2. The information contained in the Periodic Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: July 7, 2020

By: /s/ Richard J. Hawkins

Richard J. Hawkins

Chief Executive Officer

By: /s/ Carl W. Langren

Carl W. Langren

Chief Financial Officer and Secretary

(Principal Financial Officer)

"This certification "accompanies" the Form 10-Q/A to which it relates, is not deemed filed with the Securities and Exchange Commission and is not to be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the Form 10-Q/A), irrespective of any general incorporation language contained in such filing."