

CEMPRA, INC.

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 08/09/17

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Telephone	919-576-2306
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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12.

CEMPRA, INC.

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2)

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(3)

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Date Filed:

Today, **Cempra Inc., (Nasdaq:CEMP)**, a clinical-stage pharmaceutical company focused on developing differentiated anti-infectives for acute care and community settings to meet critical medical needs in the treatment of infectious diseases, **and Melinta Therapeutics**, a privately held company focused on discovering, developing, and commercializing novel antibiotics to treat serious bacterial infections, announced that the companies have **entered into a definitive agreement under which Melinta will merge with a subsidiary of Cempra to create a leading, commercial stage antibiotics company with a comprehensive portfolio of assets developed to address the growing problem of antibiotic resistance.**

Following are highlights surrounding the Cempra and Melinta transaction:

This transaction occurs at a time when many companies worldwide have halted or scaled back their efforts to develop antibiotics, and represents an important platform for the successful research, development and commercialization of new therapeutic options in the anti-infectives space.

Along with the U.S. FDA-approved Baxdela™ for the treatment of acute bacterial skin and skin structure infections (ABSSSI), including both gram-positive and gram-negative methicillin-resistant staphylococcus aureus (MRSA); the companies' combined pipeline includes development programs for such increasingly difficult-to-treat diseases such as ABSSSI, community acquired bacterial pneumonia (CABP), complicated urinary tract infections (UTIs), urethritis/gonorrhea, conjunctivitis, and chronic bone and joint infections. See below for a link to a graphic of the combined company pipeline.

- On a pro forma basis, and based upon the number of shares of Cempra common stock to be issued in the merger, current Cempra shareholders will own approximately 48 percent of the combined company and current Melinta shareholders will own approximately 52 percent of the combined company.
- Cempra and Melinta will work together through a joint selection committee to identify the CEO leadership of the combined company, which will be named Melinta Therapeutics and will bring together a deep bench of management talent from both companies.
- The transaction is expected to close in the fourth quarter of 2017, subject to the approval of the stockholders of each company as well as other customary conditions.

Interviews with Senior Management and additional background information are available upon request.

Thank you for your interest and consideration.