
**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): May 31, 2024

MINERALYS THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

001-41614
(Commission File Number)

84-1966887
(I.R.S. Employer Identification No.)

**150 N. Radnor Chester Road, Suite F200
Radnor, Pennsylvania 19087**
(Address of principal executive offices) (Zip Code)

(888) 378-6240
(Registrant's telephone number, include area code)

N/A
(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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001 per share	MLYS	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.

EXPLANATORY NOTE

This Current Report on Form 8-K is being filed by Mineralys Therapeutics, Inc. (the “Company”) solely for purposes of filing an opinion of its counsel, Faegre Drinker Biddle & Reath LLP, regarding the legality of the shares of its common stock, par value \$0.0001 per share, that may be issued and sold under an ATM Equity Offering Sales Agreement entered into by the Company with BofA Securities, Inc. and Evercore Group L.L.C. on March 21, 2024 and pursuant to the prospectus supplement (the “ATM Prospectus Supplement”) and accompanying base prospectus filed by the Company on March 21, 2024.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
5.1	Opinion of Faegre Drinker Biddle & Reath LLP related to the ATM Prospectus Supplement
23.1	Consent of Faegre Drinker Biddle & Reath LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Dated: May 31, 2024

MINERALYS THERAPEUTICS, INC.

By: /s/ Adam Levy

Name: Adam Levy

Title: Chief Financial Officer and Secretary



faegredrinker.com

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May 31, 2024

Mineralys Therapeutics, Inc.
150 N. Radnor Chester Road, Suite F200
Radnor, Pennsylvania 19087

Ladies and Gentlemen:

We have acted as counsel to Mineralys Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the offering of up to \$100,000,000 of common stock, par value \$0.0001 per share ("Common Stock"), that may be issued and sold (the "Shares") under an ATM Equity Offering Sales Agreement entered into by the Company with BofA Securities, Inc. and Evercore Group L.L.C. on March 21, 2024 (the "Sales Agreement"). The prospectus for the offer and sale of the Shares is included in the Company's Registration Statement on Form S-3, as amended (File No. 333-278122) (as may be amended or supplemented, the "Prospectus").

This opinion letter is being delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K.

As counsel for the Company, we are familiar with the Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") and the Amended and Restated Bylaws (the "Bylaws") of the Company, each as amended to the date hereof, and we have reviewed originals, or copies certified or otherwise authenticated to our satisfaction, of (i) the Registration Statement, (ii) the Prospectus, (iii) the Sales Agreement and (iv) the proceedings taken by the Company in connection with the authorization of the Sales Agreement and the Shares. We have also examined originals, or copies certified or otherwise authenticated to our satisfaction, of such corporate records of the Company and other instruments, certificates of public officials and representatives of the Company, and other documents as we have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of statutes and decisions and reviewed such questions of law as we have considered necessary or appropriate for the purposes of this opinion letter.

Based on and subject to the foregoing and to the other assumptions, qualifications and limitations set forth herein, we are of the opinion that, when (i) the Shares have been issued by the Company against payment of the agreed-upon consideration therefor in accordance with the provisions of the Sales Agreement, and (ii) certificates representing the Shares have been duly executed by the duly authorized officers of the Company, countersigned by the transfer agent therefor and delivered to the purchasers thereof (or in the case of Shares issued without certificates, the due registration of issuance and constructive delivery through book entry of such Shares), then, upon the happening of such events, such Shares will be validly issued, fully paid and non-assessable.

The foregoing opinions assume that (a) the Registration Statement and any amendments relating thereto will continue to be effective, (b) the Company will remain duly organized, validly existing and in good standing under the laws of the State of Delaware, (c) at the time any Shares are issued, (i) there will not have occurred any change in the law or in the Certificate of Incorporation or Bylaws affecting the issuance of such Shares, and (ii) no relevant corporate actions will have been modified or rescinded, (d) the Shares will be issued within the limits of the then remaining authorized but unreserved and unissued amounts of Common Stock under the Certificate of Incorporation, (e) all certificates evidencing any Shares will be in the form required by law and approved for issuance by the Company, (f) the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the General Corporation Law of the State of Delaware, and (g) future issuances of Shares will be made in accordance with the parameters established by the Board of Directors or a Pricing Committee of the Board of Directors, as such parameters may be established from time to time.

We have relied upon certificates of public officials as to the accuracy of all matters addressed therein and, with respect to certain factual matters, upon certificates of and information provided by officers and employees of the Company as to the accuracy of such factual matters, in each case without independent verification thereof or other investigation. We have assumed, without investigation, the following: (a) the genuineness of signatures, including electronic signatures, appearing upon the certifications, documents, and proceedings submitted to us for review, (b) that each document submitted to us for review is accurate and complete, each such document that is an original is authentic and each such document that is a copy conforms to an authentic original, (c) the legal capacity of natural persons who are involved on behalf of the Company to enter into and perform the referenced instrument or agreement or to carry out their role in the transactions contemplated thereby, (d) the truth, accuracy and completeness of the information, representations and warranties contained in the documents, instruments, certificates and records we have reviewed, and (e) the absence of any undisclosed modifications to the agreements and instruments reviewed by us.

Our opinions set forth herein are limited to the General Corporation Law of the State of Delaware, and we express no opinion as to the effect of any other laws.

This opinion letter is rendered as of the date first written above, and we assume no responsibility for updating this opinion letter or the opinions set forth herein to take into account any event, action, interpretation or change in law or facts occurring subsequent to the date hereof that may affect the validity of such opinions. This opinion letter is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company or the Shares.

We hereby consent to the filing of this opinion letter as an exhibit to the Current Report on Form 8-K of the Company filed with the Securities and Exchange Commission on the date hereof without implying or admitting that we are "experts" within the meaning of the Securities Act of 1933, as amended, or other rules and regulations of the Securities and Exchange Commission promulgated thereunder with respect to any part of the Registration Statement, including this opinion letter.

Very truly yours,

/s/ Faegre Drinker Biddle & Reath LLP
FAEGRE DRINKER BIDDLE & REATH LLP