

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**SCHEDULE 14A
(Rule 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

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

(Amendment No.)

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 Under Rule 14a-12

MERRIMACK PHARMACEUTICALS, INC.

(Name of Registrant as Specified in Its Charter)

JFL PARTNERS FUND LP
JFL CAPITAL MANAGEMENT LP
JFL CAPITAL HOLDINGS LLC
JFL CAPITAL MANAGEMENT LLC
JOSEPH F. LAWLER, M.D., PH.D.
22NW FUND, LP
22NW, LP
22NW FUND GP, LLC
22NW GP, INC.
ARON R. ENGLISH
JASON M. ARYEH
KENNETH LIN, M.D.

(Name of Persons(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) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

JFL Partners Fund LP, together with its affiliates (collectively, “JFL Capital”), has filed a preliminary proxy statement and an accompanying proxy card with the Securities and Exchange Commission to be used to solicit votes for the election of JFL Capital’s slate of director nominees to the Board of Directors (the “Board”) of Merrimack Pharmaceuticals, Inc., a Delaware corporation (the “Company”), at the Company’s upcoming 2019 annual meeting of stockholders, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the “Annual Meeting”).

On September 24, 2019, JFL Capital determined to withdraw its slate of nominees for election to the Board at the Annual Meeting and issued the following press release in connection therewith:

JFL CAPITAL ENDS CAMPAIGN AT MERRIMACK

Pleased Involvement Catalyzed Much Needed Change at Merrimack and Intends to Continue to Monitor Situation

LAKEWAY, TX, September 24, 2019 – JFL Capital Management, LLC (together with its affiliates, “JFL Capital”), the largest stockholder of Merrimack Pharmaceuticals, Inc. (“Merrimack” or the “Company”) (NASDAQ:MACK), with ownership of approximately 9.4% of the Company’s outstanding shares, announced today that it has withdrawn its solicitation in connection with the Company’s 2019 annual meeting of stockholders (the “Annual Meeting”).

In response to JFL Capital initiating its campaign for change at Merrimack, the Company has undergone significant changes, including multiple cash distributions and most recently appointing two stockholder representative to its Board of Directors (the “Board”). We hope the newly appointed Board members will focus on cost containment, continued NOL safeguarding, and milestone payment and stockholder distribution maximization. JFL Capital is pleased to have served as the catalyst for these much needed changes, and, as a result, has determined to withdraw its slate of nominees for election at the Annual Meeting.

JFL Capital is hopeful that the newly appointed stockholder representatives on the Board will ensure that future payments from Ipsen and 14ner Oncology are distributed to stockholders in their entirety. It is the Board’s responsibility to ensure an orderly and cost effective liquidation.

JFL Capital intends to monitor the situation closely and encourages the Board to consider further cost savings such that more cash can be returned to the Company’s stockholders.

Contacts:

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