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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 OF  
THE SECURITIES EXCHANGE ACT OF 1934**

For the month of **October 2017**

Commission File Number **001-36737**

**NEURODERM LTD.**

(Translation of registrant's name into English)

**NeuroDerm Ltd.  
Ruhrberg Science Building  
3 Pekeris St.  
Rehovot 7670212, Israel  
+972 (8) 946-27291**

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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## EXPLANATORY NOTE

On October 18, 2017, NeuroDerm Ltd. (the “Company”) announced that the previously reported acquisition of the Company by Mitsubishi Tanabe Pharma Corporation, a Japanese corporation (“MTPC”), had been consummated (the “Merger”). Pursuant to the Merger, a wholly-owned subsidiary of MTPC was merged with and into the Company, with the Company continuing as the surviving corporation and a wholly owned subsidiary of MTPC, and each of the Company’s ordinary shares (the “Ordinary Shares”) was canceled, entitling the holders thereof to receive US\$39.00 per Ordinary Share in cash (without interest and less any applicable withholding taxes). The Merger was described in the proxy statement, dated August 17, 2017, distributed by the Company to its shareholders, which was attached as Exhibit 99.1 to the Company’s Report of Foreign Private Issuer on Form 6-K that was furnished to the Securities and Exchange Commission (the “SEC”) on August 17, 2017.

A copy of the press release announcing the consummation of the Merger is attached to this Form 6-K as Exhibit 99.1.

The Company has notified the NASDAQ Global Market (“NASDAQ”) of the completion of the Merger, and trading in the Ordinary Shares will cease as of the start of trading on October 18, 2017 and will be suspended effective as of the close of trading on that same day. The Company has requested that NASDAQ file a delisting application on Form 25 with the SEC to report the delisting of the Ordinary Shares from NASDAQ. The Company expects to terminate the registration of its Ordinary Shares under the Securities Exchange Act of 1934, as amended, and to therefore cease to report to the SEC, approximately 10 days after the closing of the Merger.

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**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.

NEURODERM LTD.

Date: October 18, 2017

By: /s/ Roy Golan  
Name: Roy Golan  
Title: Chief Financial Officer

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## Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press release of the Company, dated October 18, 2017, titled "Mitsubishi Tanabe Pharma Corporation Completes Acquisition of NeuroDerm."</u></a>

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FOR IMMEDIATE RELEASE  
October 18, 2017

#### **MITSUBISHI TANABE PHARMA CORPORATION COMPLETES ACQUISITION OF NEURODERM**

REHOVOT, ISRAEL, October 18, 2017 — NeuroDerm Ltd. (Nasdaq: NDRM), a clinical stage pharmaceutical company developing drug-device combinations for central nervous system (CNS) disorders, announced today the completion of the previously announced acquisition of NeuroDerm by Mitsubishi Tanabe Pharma Corporation (TSE Code: 4508), a publicly traded company on the Tokyo Stock Exchange ("MTPC"). Pursuant to the transaction, which was approved by NeuroDerm's shareholders on September 12, 2017, a wholly-owned subsidiary of MTPC merged with and into NeuroDerm, with NeuroDerm continuing as the surviving corporation and a wholly owned subsidiary of MTPC. As a result of the acquisition, NeuroDerm's shareholders will be entitled to receive the merger consideration of US\$39.00 in cash per ordinary share (without interest and less any applicable withholding taxes). In connection with the closing of the transaction, NeuroDerm's ordinary shares will cease to be traded on the NASDAQ Global Market as of October 18, 2017.

Shareholders who possess NeuroDerm share certificates or hold their shares in book entry form on the books and records of the NeuroDerm's transfer agent will receive a letter of transmittal with detailed instructions, along with other forms, from the appointed paying agent, American Stock Transfer & Trust Company, regarding the surrender of their certificates or the transfer of the book entry interests for the merger consideration. For shares held in street name by a broker, bank or other nominee, the broker, bank or other nominee will handle the exchange of shares for shareholders and will provide them with any relevant instructions to effect the exchange.

#### **About NeuroDerm**

NeuroDerm is a clinical-stage pharmaceutical company developing central nervous system (CNS) product candidates that are designed to overcome major deficiencies of current treatments and achieve enhanced clinical efficacy through continuous, controlled administration. NeuroDerm's main focus is in Parkinson's disease, where it has three clinical stage product candidates in development which offer a solution for almost every Parkinson's disease patient, from moderate to the very severe stage of the disease. The primary product candidates are a line of levodopa and carbidopa (LD/CD) products administered through small belt pumps that deliver a continuous, controlled dose of LD/CD. The LD/CD product candidates, ND0612L and ND0612H, are aimed at the treatment of moderate and advanced Parkinson's disease patients, respectively, and are delivered subcutaneously. NeuroDerm is also designing a patch pump for future use. In addition, NeuroDerm is developing ND0701, a novel subcutaneously delivered apomorphine formulation for patients who suffer from moderate to severe Parkinson's disease and who do not respond well to LD/CD. NeuroDerm is headquartered in the Weizmann Science Park in Rehovot, Israel.

#### **Investor Contact:**

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