

JFL Partners Fund LP
 Form 3
 March 20, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---------|----------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â JFL Capital Management, LLC | | | (Month/Day/Year) | MERRIMACK PHARMACEUTICALS INC [MACK] | |
| (Last) | (First) | (Middle) | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 2110 RANCH ROAD 620 S | | | | (Check all applicable) | |
| 341732 | | | | ___ Director | <input checked="" type="checkbox"/> 10% Owner |
| (Street) | | | | ___ Officer | <input checked="" type="checkbox"/> Other |
| LAKEWAY,Â TXÂ 78734 | | | | (give title below) | (specify below) |
| (City) | (State) | (Zip) | | See Explanation of Responses | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | | ___ Form filed by One Reporting Person | |
| | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 485,026 | I | By: JFL Partners Fund LP ⁽²⁾ |
| Common Stock ⁽¹⁾ | 677,236 | I | By: Managed Account of JFL Capital Management LLC ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| | | | | | |
|---|--|--|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|------------------------------|
| | Director | 10% Owner | Officer | Other | |
| JFL Capital Management, LLC 2110 RANCH ROAD 620 S 341732 LAKEWAY, TX 78734 | ^ | ^ X | ^ | | See Explanation of Responses |
| JFL Capital Management LP 2110 RANCH ROAD 620 S, #341732 LAKEWAY, TX 78734 | ^ | ^ X | ^ | | See Explanation of Responses |
| JFL Capital Holdings LLC 2110 RANCH ROAD 620 S, #341732 LAKEWAY, TX 78734 | ^ | ^ X | ^ | | See Explanation of Responses |
| JFL Partners Fund LP 2110 RANCH ROAD 620S, #341732 LAKEWAY, TX 78734 | ^ | ^ X | ^ | | See Explanation of Responses |
| Lawler Joseph F. 2110 RANCH ROAD 620 S, #341732 LAKEWAY, TX 78734 | ^ | ^ X | ^ | | See Explanation of Responses |

Signatures

| | |
|--|------------|
| JFL Capital Management LLC; By: /s/ Joseph F. Lawler, Managing Member | 03/20/2019 |
| **Signature of Reporting Person | Date |
| JFL Capital Management LP; By: JFL Capital Holdings LLC; By: /s/ Joseph F. Lawler, Managing Member | 03/20/2019 |
| **Signature of Reporting Person | Date |
| JFL Capital Holdings LLC; By: /s/ Joseph F. Lawler, Managing Member | 03/20/2019 |
| **Signature of Reporting Person | Date |
| JFL Partners Fund LP; By: JFL Capital Management LP; By: JFL Capital Holdings LLC; By: /s/ Joseph F. Lawler, Managing Member | 03/20/2019 |
| **Signature of Reporting Person | Date |
| /s/ Joseph F. Lawler | 03/20/2019 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

This Form 3 is filed jointly by JFL Partners Fund LP ("JFL Partners"), JFL Capital Management LP ("JFL GP"), JFL Capital Holdings LLC ("JFL Holdings"), JFL Capital Management LLC ("JFL Capital Management") and Joseph F. Lawler (collectively, the "Reporting Persons"). Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities of the Issuer owned directly by other members of the Section 13(d) group and this report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose. Further, each of the Reporting Persons expressly disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein.

(1)

Securities owned directly by JFL Partners. As the general partner of JFL Partners, JFL GP may be deemed to beneficially own the securities owned directly by JFL Partners. As the general partner of JFL GP, JFL Holdings may be deemed to beneficially own the securities owned directly by JFL Partners. JFL Capital Management, as the investment manager of JFL Partners, may be deemed to beneficially own the securities owned directly by JFL Partners. Dr. Lawler, as the managing member of both JFL Holdings and JFL Capital Management, may be deemed to beneficially own the securities owned directly by JFL Partners.

(2)

Securities held in an account separately managed by JFL Capital Management (the "JFL Managed Account"). JFL Capital Management, as the investment manager of the JFL Managed Account, may be deemed to beneficially own the securities held in the JFL Managed Account. Dr. Lawler, as the managing member of JFL Capital Management, may be deemed to beneficially own the securities held in the JFL Managed Account.

(3)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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