

Eloxx Pharmaceuticals, Inc.  
Form 8-K  
April 26, 2018

**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): April 25, 2018**

**Eloxx Pharmaceuticals, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-31326**  
**(Commission**  
  
**File Number)**

**84-1368850**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**950 Winter Street**

**Waltham, MA**

**(Address of principal executive offices)**

**(Registrant's telephone number, including area code): (781) 577-5300**

**02451**

**(Zip Code)**

**(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))

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.

**Item 1.01 Entry into a Material Definitive Agreement**

On April 25, 2018, Eloxx Pharmaceuticals, Inc. (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with Citigroup Global Markets Inc. and Piper Jaffray & Co., as representatives of the several underwriters named therein (the *Underwriters*), to issue and sell 5,130,000 shares of common stock of the Company (*Common Stock*) in an underwritten public offering pursuant to a Registration Statement on Form S-3 (File No. 333-224207) and a related prospectus and prospectus supplement, in each case filed with the U.S. Securities and Exchange Commission (the *Offering*). The offering price to the public is \$9.75 per share of Common Stock. In addition, the Company granted the Underwriters an option to purchase, for a period of 30 days, up to an additional 769,500 shares of Common Stock. The Company estimates that the net proceeds from the Offering will be approximately \$46.3 million, or approximately \$53.4 million if the Underwriters exercise in full their option to purchase additional shares of Common Stock, in each case after deducting underwriting discounts and commissions and estimated offering expenses. The offering is scheduled to close on April 30, 2018, subject to customary closing conditions.

The Underwriting Agreement contains customary representations, warranties, covenants and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion as to the legality of the shares of Common Stock to be issued and sold in the Offering is filed as Exhibit 5.1 to this Current Report on Form 8-K.

**Item 8.01 Other Events**

On April 24, 2018, the Company issued a press release announcing the Offering. On April 25, 2018, the Company issued a second press release announcing that it had priced the Offering. Copies of the press releases are filed herewith as Exhibits 99.1 and 99.2, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

| No.  | Description  |
|------|--|
| 1.1  | <u>Underwriting Agreement by and among Eloxx Pharmaceuticals, Inc., Citigroup Global Markets Inc. and Piper Jaffray &amp; Co., dated April 25, 2018.</u> |
| 5.1  | <u>Opinion of Cooley LLP.</u>  |
| 23.1 | <u>Consent of Cooley LLP (included in Exhibit 5.1).</u>  |

99.1 Press Release, dated April 24, 2018.

99.2 Press Release, dated April 25, 2018.

**SIGNATURE**

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.

**ELOXX PHARMACEUTICALS, INC.**

By: /s/ Gregory Weaver  
Name: Gregory Weaver  
Title: Chief Financial Officer

Date: April 26, 2018