

Zosano Pharma Corp  
Form 8-K  
April 03, 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): March 28, 2018**

**ZOSANO PHARMA CORPORATION**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36570**  
**(Commission**

**File Number)**  
**34790 Ardentech Court**

**45-4488360**  
**(I.R.S. Employer**

**Identification No.)**

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**Fremont, CA 94555**

**(Address of principal executive offices) (Zip Code)**

**(510) 745-1200**

**Registrant's telephone number, including area code**

**Not applicable**

**(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 (*see* General Instruction A.2. below):

Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 March 28, 2018, Zosano Pharma Corporation (the Company) entered into a Purchase Agreement (the Purchase Agreement) with BTIG, LLC pursuant to which the Company agreed to offer and sell 10,000,000 shares of its common stock in an underwritten public offering at a public offering price of \$5.00 per share. Pursuant to the terms of the Purchase Agreement, the Company granted the underwriter a 30-day option to purchase up to an additional 1,500,000 shares. The Company expects to receive approximately \$45.7 million in net proceeds from the offering after underwriting fees and offering expenses, or approximately \$52.7 million if the underwriter's option is exercised in full. The shares were delivered to the underwriter on April 3, 2018.

The offering was made pursuant to the Company's effective registration statement on Form S-1 (Registration No. 333-222265) previously filed with and declared effective by the Securities and Exchange Commission. In connection with this offering, on March 29, 2018, the Company filed with the Securities and Exchange Commission a final prospectus pursuant to Rule 424(b) under the Securities Act.

The Purchase Agreement contains representations, warranties and covenants of the Company that are customary for transactions of this type and customary conditions to closing. Additionally, the Company has agreed to provide the underwriter with customary indemnification rights under the Purchase Agreement. The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement itself, a copy of which is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit**

**Number**

**Exhibit Description**

1.1 Purchase Agreement, dated as of March 28, 2018, by and between Zosano Pharma Corporation and BTIG, LLC.

**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.

**ZOSANO PHARMA CORPORATION**

Dated: April 3, 2018

By: /s/ Georgia Erbez  
Name: Georgia Erbez  
Chief Business Officer and Chief Financial  
Title: Officer