

AmpliPhi Biosciences Corp
Form 8-K
November 17, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): November 17, 2016

Commission File Number: 001-37544

AmpliPhi Biosciences Corporation

(Exact name of Registrant as specified in its charter)

| | |
|---|--|
| Washington | 91-1549568 |
| (State or other jurisdiction of incorporation or organization) | (IRS Employer Identification No.) |

3579 Valley Centre Drive, Suite 100

San Diego, California 92130

(Address of principal executive offices)

(858) 829-0829

(Registrant's Telephone number)

N/A

(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 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))

Item 8.01 Other Events.

On November 17, 2016, we entered into an underwriting agreement with Roth Capital Partners, LLC, as representatives of the several underwriters named therein, relating to the issuance and sale of 5,335,000 shares of our common stock and warrants to purchase up to an aggregate of 5,335,000 shares of common stock in an underwritten public offering. Each share of common stock is being sold together with a warrant to purchase one share of common stock at a combined price to the public of \$0.75 per share and accompanying warrant. The warrants will be immediately exercisable at a price of \$0.75 per share of common stock, subject to adjustment in certain circumstances, and will expire five years from the date of issuance. The shares of common stock and warrants will be issued separately and will be immediately separable upon issuance. The offering is expected to close on or about November 22, 2016, subject to customary closing conditions. We issued a press release announcing the pricing of the offering on November 17, 2016, which is attached hereto as Exhibit 99.1.

The net proceeds to us from the offering are expected to be approximately \$3.8 million, after deducting underwriting discounts and commissions and before deducting other offering expenses payable by us, and excluding any proceeds that may be received upon exercise of the warrants. We anticipate using the net proceeds from the offering for general corporate purposes, including manufacturing expenses, clinical trial expenses, research and development expenses and general and administrative expenses.

A registration statement relating to these securities was declared effective by the Securities and Exchange Commission ("SEC") on November 16, 2016. The offering is being made only by means of a prospectus forming a part of the effective registration statement.

The foregoing description of the warrants is not complete and is qualified in its entirety by reference to the full text of the form of warrant, a copy of which is attached to this report as Exhibit 4.1.

The disclosures in this report and in the attached press release shall not constitute an offer to sell or a solicitation of an offer to buy the securities described herein, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|------------------------------|
| 4.1 | Form of Common Stock Warrant |
| 99.1 | Press Release |

Forward Looking Statements

Statements in this report that are not statements of historical fact are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements include, without limitation, statements about our expectations regarding the completion, timing and size of the public offering and the anticipated use of net proceeds therefrom. Words such as “believe,” “anticipate,” “plan,” “expect,” “intend,” “will,” “may,” “goal,” “poten similar expressions are intended to identify forward-looking statements, though not all forward-looking statements necessarily contain these identifying words. Among the factors that could cause actual results to differ materially from those indicated in the forward-looking statements are risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the offering, as well as risks and uncertainties associated with our business and financial condition in general, including the risks and uncertainties described in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, as filed with the SEC, and other filings with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. All forward-looking statements are qualified in their entirety by this cautionary statement, and we undertake no obligation to revise or update any forward-looking statements to reflect events or circumstances after the date of this report.

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 hereunto duly authorized.

Date: November 17, 2016 **AmpliPhi Biosciences
Corporation**

By: /s/ Steve R. Martin
Name: Steve R. Martin
Title: Chief Financial Officer

EXHIBIT INDEX

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