

Ampio Pharmaceuticals, Inc.
Form 8-K
April 04, 2013

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 29, 2013

AMPIO PHARMACEUTICALS, INC.

(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35182
(Commission
File No.)

26-0179592
(IRS Employee
Identification No.)

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5445 DTC Parkway, Suite 925

Greenwood Village, Colorado 80111

(Address of principal executive offices, including zip code)

(720) 437-6500

(Registrant's telephone number, including area code)

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 1.01 Entry into a Material Definitive Agreement.

On March 29, 2013, Ampio Pharmaceuticals, Inc. (Ampio or the Company) and the previously engaged clinical research organization (the Ampion CRO) entered into a modified Scope of Work under the Master Service Agreement dated January 21, 2013 between the Company and the Ampion CRO, in connection with the Company s clinical trial of Ampioff^M for the treatment of osteoarthritis of the knee. The consideration payable by Ampio to the Ampion CRO in connection with these services totals approximately \$2.5 million in the aggregate, which is expected to be paid over the course of the next eight months, subject to the achievement by the Ampion CRO of specified milestones.

The Company expects to file the Master Service Agreement and the modified Scope of Work between the Company and the Ampion CRO (the Ampion Agreement) as an exhibit to its Quarterly Report on Form 10-Q for the period ending March 31, 2013. In addition, the Company intends to seek confidential treatment for certain terms and provisions of the Ampion Agreement. The foregoing description is qualified in its entirety by reference to the text of the Ampion Agreement when filed.

Item 7.01 Regulation FD Disclosure.

On April 2, 2013, Ampio issued a press release announcing the FDA s acceptance of the Company s IND and the treatment of the first 15 patients in its clinical trial using AmpionTM to treat osteoarthritis of the knee, a copy of which press release is furnished as Exhibit 99.1 to this report.

The information contained in this Item 7.01 and Exhibit 99.1 to this report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any filings made by Ampio under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as may be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is furnished with this report:

99.1 Press Release dated April 2, 2013

This Current Report on Form 8-K and Exhibit 99.1 contain forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by use of terms such as may, project, should, plan, expect, anticipate believe, estimate and similar words, although some forward-looking statements are expressed differently. Forward-looking statements represent our management s judgment regarding future events. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. All statements other than statements of historical fact included in this Current Report on Form 8-K and in Exhibit 99.1 are forward-looking statements. Except as required by applicable law, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The Company cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Company s actual results could differ materially from those contained in forward-looking statements due to a number of factors, including the statements under Risk Factors found in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 6, 2013, and its Form 10-Qs on file with the SEC.

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.

AMPIO PHARMACEUTICALS, INC.

By: /s/ Mark D. McGregor
Mark D. McGregor
Chief Financial Officer

Dated: April 4, 2013

AMPIO PHARMACEUTICALS, INC.

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Exhibit Index

Exhibit No.	Description	Method of Filing
99.1	Press Release issued by Ampio Pharmaceuticals, Inc. on April 2, 2013	Furnished