

Karyopharm Therapeutics Inc.
Form 8-K
December 01, 2017

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): December 1, 2017

Karyopharm Therapeutics Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36167
(Commission
File Number)

26-3931704
(IRS Employer
Identification No.)

02459

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85 Wells Avenue, 2nd Floor
Newton, Massachusetts
(Address of Principal Executive Offices) (Zip Code)
Registrant's telephone number, including area code: (617) 658-0600
(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 December 1, 2017, Karyopharm Therapeutics Inc. (the Company) entered into Amendment No. 2 (the Amendment) to Controlled Equity Offering Sales Agreement, dated December 7, 2015, as amended by Amendment No. 1 dated as of November 7, 2016 (the Sales Agreement), with Cantor Fitzgerald & Co., as agent (Cantor Fitzgerald), pursuant to which the Company may issue and sell shares of its common stock, \$0.0001 par value per share, having an additional aggregate offering price of up to \$75,000,000 (the Shares) on or after December 1, 2017 through Cantor Fitzgerald (the Offering). Also, on December 1, 2017, the Company is filing a prospectus supplement with the Securities and Exchange Commission in connection with the Offering (the Prospectus Supplement) under its existing shelf registration statement, which became effective on December 1, 2016 (File No 333-214489).

Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, as amended, Cantor Fitzgerald may sell the Shares by methods deemed to be an at the market offering as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended (the Securities Act). The Company may sell the Shares in amounts and at times to be determined by the Company from time to time subject to the terms and conditions of the Sales Agreement, as amended, but it has no obligation to sell any of the Shares in the Offering.

The Company or Cantor Fitzgerald may suspend or terminate the offering of Shares upon notice to the other party and subject to other conditions. Cantor Fitzgerald will act as sales agent on a commercially reasonable efforts basis consistent with its normal trading and sales practices and applicable state and federal law, rules and regulations and the rules of Nasdaq.

The Company has agreed to pay Cantor Fitzgerald commissions for its services in acting as agent in the sale of the Shares in the amount of up to 3.0% of gross proceeds from the sale of the Shares pursuant to the Sales Agreement, as amended. The Company has also agreed to provide Cantor Fitzgerald with customary indemnification and contribution rights.

The foregoing description of the material terms of the Sales Agreement, as amended by the Amendment, is qualified in its entirety by reference to the full texts of each of the Sales Agreement, a copy of which was filed as Exhibit 1.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 8, 2015 and is incorporated herein by reference; Amendment No. 1 to the Sales Agreement dated as of November 7, 2016, a copy of which was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 8, 2016 and is incorporated herein by reference; and the Amendment, which is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Company, has issued a legal opinion relating to the Shares. A copy of such legal opinion, including the consent included therein, is attached as Exhibit 5.1 hereto.

The Shares are registered pursuant to an effective shelf Registration Statement on Form S-3 (File No. 333-214489) and offerings for the Shares will be made only by means of the Prospectus Supplement. This Current Report on Form 8-K shall not constitute an offer to sell or solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of such state or jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description of Exhibit
5.1	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated December 1, 2017.</u>
10.1	<u>Amendment No. 2 to Controlled Equity OfferingSM Sales Agreement, dated December 7, 2015, as amended on November 7, 2016, by and between the Company and Cantor Fitzgerald & Co., dated December 1, 2017.</u>
10.2	<u>Controlled Equity OfferingSM Sales Agreement, dated December 7, 2015, by and between the Company and Cantor Fitzgerald & Co. (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K (File No. 001-36167), filed December 8, 2015).</u>
10.3	<u>Amendment No. 1 to Controlled Equity OfferingSM Sales Agreement, dated December 7, 2015, by and between the Company and Cantor Fitzgerald & Co., dated November 7, 2016 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K (File No. 001-36167), filed November 8, 2016).</u>
23.1	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above).</u>

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.

KARYOPHARM THERAPEUTICS INC.

Date: December 1, 2017

By: /s/ Christopher B. Primiano
Christopher B. Primiano
Senior Vice President, Operations, Business
Development, General Counsel and Secretary