

Edgar Filing: Corium International, Inc. - Form 8-K

Corium International, Inc.  
Form 8-K  
March 16, 2018  
UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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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 16, 2018

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Corium International, Inc.

(Exact name of registrant as specified in its charter)

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|----------------------------------------------------------------|--------------------------|-----------------------------------------|
| Delaware                                                       | 001-36375                | 38-3230774                              |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification Number) |

|                                                      |                                                                                               |                     |
|------------------------------------------------------|-----------------------------------------------------------------------------------------------|---------------------|
| (650) 298-8255                                       | 235 Constitution Drive,<br>Menlo Park, California<br>(Address of Principal Executive Offices) | 94025<br>(Zip Code) |
| (Registrant's telephone number, including area code) |                                                                                               |                     |

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

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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))

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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.

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Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registration.

On March 16, 2018, Corium International, Inc. (“Corium”) sold an additional \$20 million aggregate principal amount of 5.00% Convertible Senior Notes due 2025 (the “Notes”). This sale of additional Notes was in connection with the full exercise of the initial purchaser’s 13-day option pursuant to the terms of the purchase agreement entered into in connection with Corium’s previously announced offering of up to an aggregate principal amount of \$120 million of Notes to qualified institutional buyers pursuant to Rule 144A promulgated under the Securities Act of 1933, as amended.

The additional Notes have the same terms as, and are issued under the same indenture as, the \$100 million aggregate principal amount of Notes that the Company issued on March 5, 2018 and that are disclosed in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on March 5, 2018, which disclosure is incorporated herein by reference.

Item 3.02. Unregistered Sales of Equity Securities.

The information set forth in Item 2.03 above is incorporated by reference into this Item 3.02.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CORIUM  
INTERNATIONAL, INC.

Date: March 16, 2018 By: /s/ Peter D. Staple  
Peter D. Staple  
Chief Executive Officer

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