

IDERA PHARMACEUTICALS, INC.

Form 8-K

October 26, 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): **October 25, 2017**

Idera Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-31918
(Commission
File Number)

04-3072298
(IRS Employer
Identification No.)

167 Sidney Street

Edgar Filing: IDERA PHARMACEUTICALS, INC. - Form 8-K

Cambridge, Massachusetts 02139

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(617) 679-5500**

(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))

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 October 25, 2017, Idera Pharmaceuticals, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC and Barclays Capital Inc. as representatives of the several underwriters (collectively, the Underwriters), relating to an underwritten public offering of 33,333,334 shares of the Company's common stock, par value \$0.001 per share (the Common Stock). The public offering price for the Common Stock is \$1.50 per share. The Underwriters have agreed to purchase the shares pursuant to the Underwriting Agreement at a price of \$1.41 per share. The Company has also granted to the Underwriters a 30-day option to purchase up to an additional 5,000,000 shares of Common Stock at the same price per share. All of the shares in the offering are to be sold by the Company.

The Common Stock will be issued pursuant to a prospectus supplement dated October 25, 2017 and an accompanying base prospectus dated September 8, 2017 that form a part of the registration statement on Form S-3 that the Company filed with the Securities and Exchange Commission, which became effective September 8, 2017 (File No. 333-219851). The Company expects that the closing of the sale of the Common Stock will take place on October 30, 2017, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to Exhibit 1.1.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the validity of the Common Stock to be issued in the offering is attached as Exhibit 5.1 hereto.

Item 8.01. Other Events.

The Company issued a press release on October 26, 2017 announcing the pricing of the sale of the Common Stock. The full text of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

**Exhibit
No.**

Description

| | |
|-----|--|
| 1.1 | <u>Underwriting Agreement, dated as of October 25, 2017, between the Company and J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC and Barclays Capital Inc.</u> |
| 5.1 | <u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP</u> |

Edgar Filing: IDERA PHARMACEUTICALS, INC. - Form 8-K

23.1 Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1)

99.1 Press Release dated October 26, 2017

SIGNATURE

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.

Idera Pharmaceuticals, Inc.

Date: October 26, 2017

By:

/s/ Louis J. Arcudi, III

Louis J. Arcudi, III

*Senior Vice President of Operations, Chief Financial
Officer and Treasurer*