

Ignyta, Inc.  
Form 8-K  
April 29, 2016

**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): April 28, 2016**

**IGNYTA, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State**  
**of Incorporation)**

**001-36344**  
**(Commission**  
**File Number)**  
**11111 Flintkote Avenue**

**45-3174872**  
**(IRS Employer**  
**Identification No.)**

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**San Diego, California 92121**

**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (858) 255-5959**

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))

### **Item 8.01 Other Events.**

On April 28 2016, Ignyta, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC and Piper Jaffray & Co. as representatives of the several underwriters named therein (collectively, the Underwriters ), relating to the issuance and sale of 8,000,000 shares of the Company s common stock, par value \$0.0001 per share (the Common Stock ). The price to the public in this offering is \$6.25 per share. The Underwriters have agreed to purchase the shares from the Company pursuant to the Underwriting Agreement at a price of \$5.875 per share. The net proceeds to the Company from the offering are expected to be approximately \$46.7 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company. The offering is expected to close on or about May 4, 2016, subject to customary closing conditions. In addition, under the terms of the Underwriting Agreement, the Company has granted the Underwriters a 30-day option to purchase up to 1,200,000 additional shares of Common Stock.

The offering is being made pursuant to the Company s effective registration statement on Form S-3 (Registration Statement No. 333-208743) previously filed with and declared effective by the Securities and Exchange Commission (the SEC ) and a prospectus supplement and accompanying prospectus filed with the SEC.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this report and is incorporated by reference herein. A copy of the opinion of Latham & Watkins LLP relating to the legality of the issuance and sale of Common Stock in the offering is attached as Exhibit 5.1 to this report.

On April 27, 2016, the Company issued a press release announcing the proposed offering, and on April 29, 2016, the Company issued a press release announcing the pricing of the offering. Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2, respectively, to this report.

### **Forward-Looking Statements**

This report contains forward-looking statements as that term is defined in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Statements in this report that are not purely historical are forward-looking statements. Such forward-looking statements include, among other things, references to the completion of the offering and the expected net proceeds therefrom. Actual results could differ from those projected in any forward-looking statements due to numerous factors. Such factors include, among others, the risk and uncertainties associated with market conditions and the satisfaction of customary closing conditions relating to the offering, as well as risks and uncertainties in the Company s business, including those risks described in the Company s periodic reports it files with the SEC. These forward-looking statements are made as of the date hereof, and the Company assumes no obligation to update the forward-looking statements, or to update the reasons why actual results could differ from those projected in the forward-looking statements. Investors should consult all of the information set forth herein and should also refer to the risk factor disclosure set forth in the reports and other documents the Company files with the SEC available at [www.sec.gov](http://www.sec.gov), including without limitation the Company s Annual Report on Form 10-K for the year ended December 31, 2015 and subsequent Quarterly Reports on Form 10-Q.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| 1.1         | Underwriting Agreement, dated April 28, 2016, by and among Ignyta, Inc. and J.P. Morgan Securities LLC and Piper Jaffray & Co., as representatives of the several underwriters named therein |
| 5.1         | Opinion of Latham & Watkins LLP  |
| 23.1        | Consent of Latham & Watkins LLP (included in Exhibit 5.1)  |
| 99.1        | Press Release, dated April 27, 2016  |
| 99.2        | Press Release, dated April 29, 2016  |

**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.

Dated: April 29, 2016

**IGNYTA, INC.**

By: /s/ Jonathan E. Lim, M.D.

Name: Jonathan E. Lim, M.D.

Title: President and Chief Executive Officer

**EXHIBIT INDEX**

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