

NEKTAR THERAPEUTICS
Form 8-K
April 03, 2018

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 3, 2018

NEKTAR THERAPEUTICS

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

0-24006
(Commission

File Number)
455 Mission Bay Boulevard South

94-3134940
(IRS Employer

Identification No.)

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San Francisco, California 94158

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (415) 482-5300

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 8.01 Other Events.

On April 3, 2018, the Strategic Collaboration Agreement dated as of February 13, 2018 (the Collaboration Agreement), entered into between Nektar Therapeutics, a Delaware corporation (Nektar), and Bristol-Myers Squibb Company, a Delaware corporation (BMS), became effective, and the sale and issuance by Nektar of 8,284,600 shares of its common stock, par value \$0.0001 per share (the Shares), to BMS pursuant to the Share Purchase Agreement dated as of February 13, 2018 (the Purchase Agreement), between the parties was consummated, following the expiration of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended.

BMS made a non-refundable upfront cash payment of \$1 billion to Nektar under the Collaboration Agreement and paid the purchase price at \$102.60 per Share, or a total of approximately \$850 million, for the Shares under the Purchase Agreement. Please refer to the Current Report on Form 8-K filed by Nektar with the Securities and Exchange Commission on February 14, 2018, for the summary of the Collaboration Agreement and the Purchase Agreement.

SIGNATURES

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

By: /s/ Mark A. Wilson
Mark A. Wilson
General Counsel and Secretary

Date: April 3, 2018