

Anthera Pharmaceuticals Inc
Form 8-K
July 20, 2012

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): July 19, 2012

ANTHERA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-34637
(Commission
File Number)

20-1852016
(I.R.S. Employer
Identification No.)

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25801 Industrial Boulevard, Suite B, Hayward,

California
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (510) 856-5600

94545
(Zip Code)

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 1.01. Entry into a Material Definitive Agreement.

On July 19, 2012, Anthera Pharmaceuticals, Inc. (we, Anthera or the Company) entered into an underwriting agreement (the Underwriting Agreement) with Piper Jaffray & Co. and Leerink Swann LLC as representatives of the several underwriters (the Underwriters) named therein, pursuant to which we agreed to issue and sell an aggregate of 33,000,000 shares of our common stock to the underwriters (the Offering). Under the terms of the Underwriting Agreement, we granted the underwriters a 30-day option to purchase up to an additional 4,950,000 shares of our common stock solely to cover any over-allotments in the Offering, if any. The shares in the Offering were sold at a public offering price of \$1.00 per share, and were purchased by the underwriters from us at a price of \$0.94 per share. We estimate that net proceeds we will receive from the Offering will be approximately \$30,810,000, after deducting the underwriters' commission and discounts and estimated offering expenses payable by us, and assuming no exercise of the over-allotment option.

The Offering was made pursuant to Anthera's effective registration statement on Form S-3 (Registration No. 333-179043), which was previously filed with the Securities and Exchange Commission (SEC) and became effective on January 24, 2012, and a final prospectus supplement to be filed with the SEC.

We expect the Offering to close on or about July 24, 2012, subject to the satisfaction of customary closing conditions. In the Underwriting Agreement, the Company agrees to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriters may be required to make because of such liabilities.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference. A copy of the opinion of Goodwin Procter LLP relating to the validity of the shares issued in the Offering is attached hereto as Exhibit 5.1.

On July 18, 2012, we issued a press release announcing that we had commenced the Offering. On July 19, 2012, we issued a press release announcing that we had priced the Offering. The press releases are attached hereto as Exhibits 99.1 and 99.2, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following documents are filed as exhibits to this report:

- 1.1 Underwriting Agreement, dated as of July 19, 2012, among Anthera Pharmaceuticals, Inc. and the underwriters named therein
- 5.1 Opinion of Goodwin Procter LLP
- 23.1 Consent of Goodwin Procter LLP (contained in Exhibit 5.1)
- 99.1 Press release dated July 18, 2012
- 99.2 Press release dated July 19, 2012

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.

Date: July 20, 2012

Anthera Pharmaceuticals, Inc.

By: /s/ Christopher P. Lowe
Christopher P. Lowe
Chief Financial Officer