

Aimmune Therapeutics, Inc.
Form 8-K
August 11, 2015

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): August 11, 2015

AIMMUNE THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37519
(Commission

File Number)
8000 Marina Blvd, Suite 300

45-2748244
(IRS Employer

Identification Number)

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Brisbane, CA 94005

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (650) 614-5220

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On August 11, 2015, Aimmune Therapeutic, Inc. (Aimmune or the Company) amended and restated certificate of incorporation (the Certificate of Incorporation) filed with the Secretary of State of the State of Delaware and its amended and restated bylaws (the Bylaws) became effective in connection with the closing of the initial public offering of shares of the Company's common stock. As described in the Registration Statement on Form S-1 (File No. 333-205501), as amended, the Company's board of directors and stockholders previously approved the amendment and restatement of these documents to be effective immediately prior to the closing of the Company's initial public offering.

As amended and restated, the Certificate of Incorporation and the Bylaws contain provisions that, among other things:

authorize 290,000,000 shares of common stock;

delete all references to the various series of preferred stock that were previously authorized and instead create 10,000,000 shares of undesignated preferred stock with terms to be set by the board of directors, which rights could be senior to those of the common stock;

do not provide for cumulative voting in the election of directors, which would otherwise allow less than a majority of stockholders to elect director candidates;

require the advance notice of nominations for election to the board of directors or for proposing matters that can be acted upon at a stockholders' meeting;

allow the board of directors to alter the bylaws without obtaining stockholder approval;

eliminate the rights of stockholders to call a special meeting of stockholders and to take action by written consent in lieu of a meeting;

require the approval of at least 66 2/3% of the shares entitled to vote to remove a director for cause;

require the approval of at least 66 2/3% of the shares entitled to vote to adopt, amend or repeal the bylaws or repeal the provisions of the amended and restated certificate of incorporation regarding the election and removal of directors;

designate the Court of Chancery of the State of Delaware to be the sole and exclusive forum for certain actions, including, but not limited to, derivative actions or proceedings brought on behalf of the Company or actions asserting claims of breach of a fiduciary duty owed by any of the Company's directors, officers or other employees to the Company or the Company's stockholders; and

establish a classified board of directors, as a result of which the successors to the directors whose terms have expired will be elected to serve from the time of election and qualification until the third annual meeting following their election.

The foregoing description of the Certificate of Incorporation and the Bylaws is qualified in its entirety by reference to (1) the Certificate of Incorporation filed as Exhibit 3.1 hereto, and (2) the Bylaws filed as Exhibit 3.2 hereto, each of which is incorporated herein by reference.

Item 8.01 Other Events.

On August 11, 2015, the Company completed its initial public offering of 11,499,999 shares of its common stock at a price to the public of \$16.00 per share, which includes the exercise in full by the underwriters of the offering of their option to purchase an additional 1,499,999 shares of the Company's common stock. A copy of the press release announcing the closing of the initial public offering is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Reference is made to the Exhibit Index attached hereto.

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.

AIMMUNE THERAPEUTICS, INC.

Date: August 11, 2015

By: /s/ Warren L. DeSouza
Warren L. DeSouza

Chief Financial Officer

EXHIBIT INDEX

Exhibit

No.	Description
3.1	Amended and Restated Certificate of Incorporation of Aimmune Therapeutics, Inc.
3.2	Amended and Restated Bylaws of Aimmune Therapeutics, Inc.
99.1	Press release dated August 11, 2015.