

ANI PHARMACEUTICALS INC
Form 8-K
March 05, 2014

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): March 5, 2014

ANI PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation) **001-31812** **58-2301143**
(Commission File Number) **(I.R.S. Employer Identification Number)**

210 Main Street West
Baudette, Minnesota 56623
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area
code: (218) 634-3500

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))

Item 8.01 Other Events.

On March 5, 2014 ANI Pharmaceuticals, Inc. (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") with Oppenheimer & Co. Inc. and Roth Capital Partners as underwriters (the "Underwriters"), with respect to the issuance and sale in an underwritten public offering (the "Offering") by the Company of 1,402,525 shares of the Company's common stock, \$0.0001 par value (the "Shares"), at a price to the public of \$31.00 per Share. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 210,378 Shares. 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 (the "Securities Act"), 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 does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference. A copy of the opinion of Dentons US LLP relating to the legality of the issuance and sale of the Shares is attached as Exhibit 5.1 hereto.

The net proceeds to the Company, before expenses, from the sale of 1,402,525 Shares in the Offering are approximately \$43.5 million. The Company expects to use the net proceeds of the Offering to research, develop, commercialize and expand its drug products, to acquire complementary businesses and technologies and for other working capital and general corporate purposes.

The Offering is expected to close on March 10, 2014, subject to the satisfaction of customary closing conditions, and the Shares are registered under the Securities Act pursuant to a shelf registration statement on Form S-3 (Registration No. 333-174597).

On March 5, 2014, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d)Exhibits

Exhibit No.	Exhibit
1.1	Underwriting Agreement, dated as of March 5, 2014
5.1	Opinion of Dentons US LLP
23.1	Consent of Dentons US LLP (included in Exhibit 5.1)
99.1	Press release dated March 5, 2014

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.

ANI PHARMACEUTICALS, INC.

Date: March 5, 2014 By: /s/ Charlotte C. Arnold
Charlotte C. Arnold
Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Exhibit
1.1	Underwriting Agreement, dated as of March 5, 2014
5.1	Opinion of Dentons US LLP
23.1	Consent of Dentons US LLP (included in Exhibit 5.1)
99.1	Press release dated March 5, 2014