

CERUS CORP
Form 8-K
January 05, 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): January 5, 2015

CERUS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

0-21937
(Commission

File No.)
2550 Stanwell Drive

68-0262011
(IRS Employer

Identification No.)

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Concord, California 94520

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (925) 288-6000

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 2.02 Results of Operations and Financial Condition

On January 5, 2015, Cerus Corporation (the Company or Cerus) filed a preliminary prospectus supplement pursuant to Rule 424(b)(5) in which it disclosed that, although it has not finalized its full financial results for the fiscal year ended December 31, 2014, it expects to report that it had approximately \$51 million of cash, cash equivalents and investments as of December 31, 2014. This amount is preliminary, has not been audited and is subject to change upon the completion of the audit of the Company s consolidated financial statements as of and for the year ended December 31, 2014. Additional information and disclosures would be required for a more complete understanding of the Company s financial position and results of operations as of December 31, 2014.

Forward-Looking Statements

This Item 2.02 of this report contains forward-looking statements, including, without limitation, statements relating to Cerus cash position as of December 31, 2014. These forward-looking statements are based upon Cerus current expectations. Actual results could differ materially from these forward-looking statements as a result of certain factors, including, without limitation, risks related to changes in estimated cash position based on the completion of financial closing procedures and the audit of Cerus financial statements, and other risks detailed in Cerus filings with the U.S. Securities and Exchange Commission (the SEC), including under the heading Risk Factors in Exhibit 99.1 hereto. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. Cerus does not undertake any obligation to update any forward-looking statements as a result of new information, future events, changed assumptions or otherwise.

The information in Item 2.02 of this report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein shall not be incorporated by reference into any filing with the SEC made by Cerus, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 8.01 Other Events.

The Company is filing information for the purpose of updating the risk factor disclosure contained in its prior public filings, including those discussed under the heading Item 1A. Risk Factors in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014, filed with the SEC on November 7, 2014. The Company is also supplementing and updating certain aspects of the description of its business from that described under the heading, Item 1. Business in the Company s Annual Report on Form 10-K for the year ended December 31, 2013, filed with the SEC on March 7, 2014. The updated Company disclosures are filed herewith as Exhibit 99.1 and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
99.1	Updated Company Disclosure.

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.

CERUS CORPORATION

Dated: January 5, 2015

By: /s/ Kevin D. Green
Kevin D. Green
Vice President, Finance and Chief Financial Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Updated Company Disclosure.