

Ampio Pharmaceuticals, Inc.  
Form 8-K  
February 28, 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): February 27, 2014**

**AMPIO PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**001-35182**  
**(Commission**  
**File No.)**  
**5445 DTC Parkway, Suite 925**

**26-0179592**  
**(IRS Employer**  
**Identification No.)**

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**Greenwood Village, Colorado 80111**

**(Address of principal executive offices, including zip code)**

**(720) 437-6500**

**(Registrant's telephone number, including area 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 (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 1.01 Entry into a Material Definitive Agreement.**

On February 27, 2014, Ampio Pharmaceuticals, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. and Jefferies LLC as the underwriters (the Underwriters), related to the registered offering (the Offering) of 8,500,000 shares (the Shares) of the Company's common stock, par value \$0.0001 per share (Common Stock). The offering price to the public was \$7.00 per share. Under the terms of the Underwriting Agreement, the Company granted the Underwriters an option, exercisable for 30 days, to purchase 1,275,000 additional shares of Common Stock at the same price per share as the Shares.

The Offering is expected to close on March 5, 2014, subject to the satisfaction of customary closing conditions. The net proceeds to the Company are expected to be approximately \$55.0 million, after deducting underwriting discounts and commissions and estimated expenses payable by the Company associated with the Offering. The Offering is being made pursuant to the Company's existing shelf registration statements on Form S-3 (File Nos. 333-177116 and 333-193096), which were filed with the Securities and Exchange Commission (the Commission) on September 30, 2011 and December 26, 2013, respectively, and declared effective by the Commission on October 28, 2011 and January 22, 2014, respectively, and are described in more detail in a prospectus supplement filed February 24, 2014 and accompanying base prospectuses dated October 28, 2011 and January 22, 2014, respectively.

The Underwriting Agreement contains customary representations, warranties, and agreements by the Company, and customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties, and termination provisions.

Pursuant to the Underwriting Agreement, the Company and its directors and executive officers agreed, subject to certain exceptions, not to offer, issue or sell any shares of Common Stock or securities convertible into or exercisable or exchangeable for shares of Common Stock for a period of ninety (90) days following the Offering without the prior written consent of the Underwriters.

The Underwriting Agreement has been attached hereto as an exhibit to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of the Underwriting Agreement and as of specific dates, were solely for the benefit of the parties to the Underwriting Agreement, and may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the Underwriting Agreement.

A copy of the opinion of Goodwin Procter LLP relating to the legality of the issuance and sale of the securities in the Offering is attached as Exhibit 5.1 hereto. A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 and is incorporated herein by reference. The foregoing description of the Offering by the Company and the documentation related thereto does not purport to be complete and is qualified in its entirety by reference to such Exhibits.

**Item 8.01 Other Events.**

On February 24, 2014, the Company issued a press release announcing the launch of the Offering and on February 27, 2014, the Company issued a press release announcing the pricing of the Offering. Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

| Exhibit<br>Number | Description  |
|-------------------|--|
| 1.1               | Underwriting Agreement dated as of February 27, 2014 by and among Citigroup Global Markets Inc., Jefferies LLC and Ampio Pharmaceuticals, Inc. |
| 5.1               | Opinion of Goodwin Procter LLP   |
| 23.1              | Consent of Goodwin Procter LLP (contained in Exhibit 5.1)  |
| 99.1              | Press release of Ampio Pharmaceuticals, Inc. issued February 24, 2014  |
| 99.2              | Press release of Ampio Pharmaceuticals, Inc. issued February 27, 2014  |

**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.

**AMPIO PHARMACEUTICALS, INC.**

By: /s/ Mark D. McGregor  
Mark D. McGregor

*Chief Financial Officer*

Dated: February 28, 2014

**EXHIBIT INDEX**

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