

Ultragenyx Pharmaceutical Inc.  
Form 8-K  
January 26, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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 23, 2018**

**ULTRAGENYX PHARMACEUTICAL INC.**

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

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

**001-36276**  
**(Commission**  
  
**File Number)**

**27-2546083**  
**(IRS Employer**  
  
**Identification No.)**

**60 Leveroni Court, Novato, California**  
**(Address of principal executive offices)**

**94949**  
**(Zip Code)**

**Registrant's telephone number, including area code: (415) 483-8800**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

On January 23, 2018, Ultragenyx Pharmaceutical Inc. ( *we*, *Ultragenyx* or the *Company* ) entered into an underwriting agreement (the *Underwriting Agreement* ) with J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC, and Cowen and Company, LLC (the *Underwriters* ), providing for the offer and sale in an underwritten public offering (the *Offering* ) of 4,385,965 shares of the Company's common stock, par value \$0.001 per share (the *Common Stock* ), at a public offering price of \$57.00 per share, to be purchased by the Underwriters from us at a price of \$53.72 per share. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option (the *Option* ) to purchase up to an additional 657,895 shares of Common Stock on the same terms. On January 24, 2018, the Underwriters exercised the Option in full.

The Offering closed on January 26, 2018. In the Underwriting Agreement, the Company agreed 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.

We estimate that the net proceeds we will receive from the Offering will be approximately \$270.3 million, after deducting the Underwriters' discounts and commissions and estimated offering expenses payable by us.

The Offering was made under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to the Company's automatically effective shelf registration statement on Form S-3 (Registration No. 333-201838). The Offering was not registered under any state blue sky laws.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the opinion of Gibson, Dunn & Crutcher LLP relating to the validity of the securities issued in the Offering is filed herewith as Exhibit 5.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated as of January 23, 2018, among Ultragenyx Pharmaceutical Inc. and J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Goldman Sachs &amp; Co. LLC, and Cowen and Company, LLC</u>
5.1	<u>Opinion of Gibson, Dunn &amp; Crutcher LLP</u>
23.1	<u>Consent of Gibson, Dunn &amp; Crutcher LLP (contained in Exhibit 5.1)</u>
	* * *

**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: January 26, 2018

Ultragenyx Pharmaceutical Inc.

By: /s/ Shalini Sharp  
Shalini Sharp  
Executive Vice President, Chief Financial Officer