

SEATTLE GENETICS INC /WA
Form 10-Q/A
April 13, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended September 30, 2017

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to _____

Commission file number 0-32405

SEATTLE GENETICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

91-1874389
(I.R.S. Employer
Identification No.)

21823 30th Drive SE
Bothell, Washington 98021

(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code): (425) 527-4000

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 1, 2017, there were 143,928,341 shares of the registrant's common stock outstanding.

EXPLANATORY NOTE

Seattle Genetics, Inc. (the Company) is filing this Amendment No. 1 to Quarterly Report on Form 10-Q/A (this Amendment) to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017, as filed with the Securities and Exchange Commission (the SEC) on November 6, 2017 (the 10-Q). This Amendment is being filed solely to re-file Exhibits 2.1 and 10.3 to the 10-Q (the Exhibits) and in connection therewith, to amend Part II, Item 6 of the 10-Q. Certain provisions of the Exhibits were redacted in accordance with the Company's application for confidential treatment with the SEC. In response to SEC comments, the Exhibits, as re-filed, restore certain provisions that had previously been redacted. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

No attempt has been made in this Amendment to modify or update the other disclosures presented in the 10-Q. This Amendment does not reflect events occurring after the filing of the original 10-Q (i.e., those events occurring after November 6, 2017) or modify or update those disclosures that may be affected by subsequent events.

Item 6. Exhibits

| Exhibit Number | Exhibit Description | Incorporation By Reference | | | |
|-------------------|---|----------------------------|-----------------|---------|----------------|
| | | Form | SEC File No. | Exhibit | Filing Date |
| 2.1+ ** | <u>Asset Purchase Agreement, dated July 31, 2017, between Bristol-Myers Squibb Company and Seattle Genetics, Inc.</u> | | | | |
| 3.1 | <u>Fourth Amended and Restated Certificate of Incorporation of Seattle Genetics, Inc.</u> | 10-Q | 000-32405 | 3.1 | 11/07/2008 |
| 3.2 | <u>Certificate of Amendment of Fourth Amended and Restated Certificate of Incorporation of Seattle Genetics, Inc.</u> | 8-K | 000-32405 | 3.3 | 05/26/2011 |
| 3.3 | <u>Amended and Restated Bylaws of Seattle Genetics, Inc.</u> | 8-K | 000-32405 | 3.1 | 11/25/2015 |
| 4.1 | <u>Specimen Stock Certificate.</u> | S-1/A | 333-50266 | 4.1 | 02/08/2001 |
| 4.2 | <u>Investor Rights Agreement dated July 8, 2003 among Seattle Genetics, Inc. and certain of its stockholders.</u> | 10-Q | 000-32405 | 4.3 | 11/07/2008 |
| 4.3 | <u>Registration Rights Agreement, dated September 10, 2015, between Seattle Genetics, Inc. and the persons listed on Schedule A attached thereto.</u> | 8-K | 000-32405 | 10.1 | 9/11/2015 |
| 10.1 | <u>Purchase Agreement, dated June 16, 2017, between BMR-3450 Monte Villa Parkway, LLC and ZymoGenetics, Inc.</u> | 10-Q | 000-32405 | 10.1 | 11/06/2017 |
| 10.2 | <u>Assignment and Assumption of Purchase Agreement, dated July 30, 2017, between ZymoGenetics, Inc. and Seattle Genetics, Inc.</u> | 10-Q | 000-32405 | 10.2 | 11/06/2017 |
| 10.3+ | <u>License and Collaboration Agreement, effective October 7, 2011, between Genmab A/S and Seattle Genetics, Inc.</u> | | | | |
| 10.4* | <u>Seattle Genetics, Inc. Long Term Incentive Plan for TV and EV</u> | 10-Q | 000-32405 | 10.4 | 11/06/2017 |
| 10.5* | <u>Form of Stock Unit Grant Notice for Long Term Incentive Plan for TV and EV</u> | 10-Q | 000-32405 | 10.5 | 11/06/2017 |
| 10.6* | <u>Form Stock Unit Grant Notice for Non-US Participants Long Term Incentive Plan for TV and EV</u> | 10-Q | 000-32405 | 10.6 | 11/06/2017 |
| 31.1+ | <u>Certification of Chief Executive Officer pursuant to Rule 13a-14(a).</u> | | | | |
| 31.2+ | <u>Certification of Chief Financial Officer pursuant to Rule 13a-14(a).</u> | | | | |
| 32.1 | <u>Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350.</u> | 10-Q | 000-32405 | 32.1 | 11/06/2017 |

| | | | | | |
|---------|---|------|-----------|---------|------------|
| 32.2 | <u>Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350.</u> | 10-Q | 000-32405 | 32.2 | 11/06/2017 |
| 101.INS | XBRL Instance Document. | 10-Q | 000-32405 | 101.INS | 11/06/2017 |
| 101.SCH | XBRL Taxonomy Extension Schema Document. | 10-Q | 000-32405 | 101.SCH | 11/06/2017 |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document. | 10-Q | 000-32405 | 101.CAL | 11/06/2017 |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document. | 10-Q | 000-32405 | 101.DEF | 11/06/2017 |
| 101.LAB | XBRL Taxonomy Extension Labels Linkbase Document. | 10-Q | 000-32405 | 101.LAB | 11/06/2017 |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document. | 10-Q | 000-32405 | 101.PRE | 11/06/2017 |

+ Filed herewith.

Pursuant to a request for confidential treatment, portions of this Exhibit have been redacted from the publicly filed document and have been furnished separately to the Securities and Exchange Commission as required by Rule 24b-2 under the Securities Exchange Act of 1934.

* Indicates a management contract or compensatory plan or arrangement.

** Schedules to the Asset Purchase Agreement, dated July 31, 2017, between Bristol-Myers Squibb Company and Seattle Genetics, Inc. have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The registrant will furnish copies of any such schedules to the Securities and Exchange Commission upon request.

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SEATTLE GENETICS, INC.

By: **/s/ TODD E. SIMPSON**
Todd E. Simpson
Duly Authorized and Chief Financial Officer
(Principal Financial and Accounting Officer)
Date: April 13, 2018