

INSMED Inc
Form 8-K
August 18, 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): **August 18, 2014**

INSMED INCORPORATED

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation)

0-30739
(Commission File Number)

54-1972729
(I.R.S. Employer Identification
No.)

10 Finderne Avenue, Building 10
Bridgewater, New Jersey
(Address of principal executive offices)

08807
(Zip Code)

Registrant's telephone number, including area code: **(908) 997-9900**

Not Applicable

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(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 (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))
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Item 8.01 Other Events.

On August 18, 2014, Insmmed Incorporated (the Company) issued 10,235,000 shares (the Shares) of its common stock par value \$0.01 per share pursuant to an underwriting agreement, dated August 12, 2014 (the Underwriting Agreement) with Leerink Partners LLC, as representative of the several underwriters. The number of Shares sold by the Company reflects the underwriters' exercise in full of their option to purchase additional shares. The offering of the Shares was registered under the Securities Act of 1933, as amended, pursuant to the Company's shelf registration statement on Form S-3, which became automatically effective upon filing.

The opinion of DLA Piper LLP (US) relating to the validity of the shares offered and sold pursuant to the Underwriting Agreement, is filed as Exhibit 5.1 to this report and incorporated herein by reference.

On August 18, 2014, the Company issued a press release announcing the closing of the offering of the Shares and the underwriters' exercise in full of their option to purchase additional shares. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit | Description |
|----------------|--|
| 5.1 | Opinion of DLA Piper LLP (US). |
| 23.1 | Consent of DLA Piper LLP (US) (included in Exhibit 5.1). |
| 99.1 | Press Release dated August 18, 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.

Dated: August 18, 2014

INSMED INCORPORATED

| | |
|--------|--|
| By: | /s/ Christine Pellizzari |
| Name: | Christine Pellizzari |
| Title: | General Counsel and Corporate Secretary |