

Adamas Pharmaceuticals Inc
Form 8-K
January 07, 2016

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 6, 2016**

Adamas Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36399
(Commission File Number)

42-1560076
(IRS Employer Identification No.)

1900 Powell Street, Suite 750
Emeryville, CA
(Address of principal executive offices)

94608
(Zip Code)

Registrant's telephone number, including area code: **(510) 450-3500**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o 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 January 6, 2016, Adamas Pharmaceuticals, Inc. (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with Cowen and Company, LLC and Piper Jaffray & Co., representatives of the several underwriters named therein (the *Underwriters*) relating to the offering, issuance and sale (the *Offering*) of 2,500,000 shares of the *Company*'s common stock, par value \$0.001 per share. The price to the public in the *Offering* is \$23.00 per share. Pursuant to the *Underwriting Agreement*, the *Underwriters* have agreed to purchase shares of common stock from the *Company* at a price of \$21.62 per share, which will result in approximately \$53.7 million of net proceeds to the *Company* after deducting the underwriting discount and estimated offering expenses. The *Offering* is expected to close on or about January 12, 2016, subject to customary closing conditions. The shares of common stock will be listed on The NASDAQ Global Market. The *Underwriters* have a 30-day option to purchase up to an additional 375,000 shares of common stock. All of the shares in the *Offering* are being sold by the *Company*.

The *Offering* is being made pursuant to the *Company*'s effective shelf registration statement on Form S-3 (Registration No. 333-204284) filed with the Securities and Exchange Commission (the *SEC*) on May 19, 2015. The *Company* has filed a final prospectus supplement, dated January 6, 2016, relating to the issuance and sale of the shares with the *SEC*.

The *Underwriting Agreement* contains customary representations, warranties and agreements by the *Company*, 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. The representations, warranties and covenants contained in the *Underwriting Agreement* were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties.

The *Underwriting Agreement* is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the terms of the *Underwriting Agreement* is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the *Offering* is attached as Exhibit 5.1 hereto.

Forward-Looking Statements

The statements in this report related to the completion, timing and size of the *Offering* are forward-looking statements. These forward-looking statements are based upon the *Company*'s current expectations. Forward-looking statements involve risks and uncertainties. The *Company*'s actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks related to market conditions and the satisfaction of customary closing conditions related to the *Offering*. There can be no assurance that the *Company* will be able to complete the *Offering* on the anticipated terms, or at all.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated January 6, 2016, by and among the Company and Cowen and Company, LLC and Piper Jaffray & Co., as representatives of the Underwriters named therein
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (contained in Exhibit 5.1)

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.

Adamas Pharmaceuticals, Inc.

Dated: January 7, 2016

By: */s/ Grace Shin*
Grace Shin
General Counsel

EXHIBIT INDEX

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