

Capstone Therapeutics Corp.
Form 8-K
February 01, 2018

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: January 30, 2018 (Date of earliest event reported)

CAPSTONE THERAPEUTICS CORP.

(Exact name of registrant as specified in its charter)

| | | |
|------------------------------------------------|--------------------------|-----------------------------------------|
| Delaware | 000-21214 | 86-0585310 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--------------------------------------------------------|------------|
| 1275 West Washington Street, Suite 104, Tempe, Arizona | 85281 |
| (Address of principal executive offices) | (Zip Code) |

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Registrant's telephone number, including area code:
(602) 286-5520

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Section 1 – registrant’s Business and Operations

Item 1.01. Entry into a Material Definitive Agreement

As described in Item 2.03 below, on January 30, 2018 Capstone Therapeutics Corp. ("we," our," "us" or the "Company") and BP Peptides, LLC ("Brookstone"), entered into the First Amendment to the Securities Purchase, Loan and Security Agreement (the "Amendment") which provides for deferral of the payment of interest due under the Loan until October 15, 2020. As part of the Amendment, the Company issued to Brookstone, a warrant to purchase up to of 6,321,930 shares with a per share exercise price of \$.075. The warrants vest in quarterly amounts (See Schedule 1 to the Warrant to Purchase Common Stock attached as Exhibit 10.2 to this Current Report on Form 8-K) and are exercisable to October 15, 2025. Brookstone currently owns 18,541,197 shares of our common stock, which represents approximately 34.1% of our 54,385,411 outstanding common shares.

Section 2 – Financial Information

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

As described in our Current Report on Form 8-K filed with the Securities and Exchange Commission on July 17, 2017, on July 14, 2017, the Company entered into a Securities Purchase, Loan and Security Agreement (the "Agreement") with BP Peptides, LLC ("Brookstone"), to provide funding for our operations.

Pursuant to the Agreement, Brookstone funded an aggregate of \$3,440,000, of which \$1,102,500 was for the purchase of 13,500,000 newly issued shares of the Company’s Common Stock, and \$2,427,500 was in the form of a secured loan, due October 14, 2020. The secured loan bears interest at 6% per annum, with interest payable quarterly, and is secured by a security interest in all of our assets. As part of the Agreement, the Company and Brookstone entered into a Registration Rights Agreement granting Brookstone certain demand and piggyback registration rights.

Copies of the Agreement, Registration Rights Agreement and the Promissory Note were filed with our Current report on Form 8-K filed with the Securities and Exchange Commission on July 17, 2017 as Exhibits 10.1 through 10.3.

On January 30, 2018 the Company and Brookstone entered into the First Amendment to the Securities Purchase, Loan and Security Agreement (the "Amendment") which provides for deferral of the payment of interest due under the Loan until October 15, 2020. As part of the Amendment, the Company issued to Brookstone, a warrant to purchase up to

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6,321,930 shares with a per share exercise price of \$.075. The warrants vest in quarterly amounts (See Schedule 1 to the Warrant to Purchase Common Stock attached as Exhibit 10.2 to this Current Report on Form 8-K) and are exercisable to October 15, 2025. As part of the Amendment the Parties agreed that the Company may from time to time request that BP Peptides, LLC (Buyer) make additional advances to the Company to fund continuing operations through October 15, 2020, as determined by the Company and approved by its Board of Directors, which requests the Buyer will consider in its sole discretion. Any such amounts so advanced shall be added to the principal amount of the Loan.

Copies of the Amendment and the Warrant to Purchase Common Stock are filed with this report as Exhibits 10.1 and 10.2, and are incorporated into this Item 2.03 by this reference.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|-------------------------------|---------------------------|
|-------------------------------|---------------------------|

| | |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <u>10.1</u> | <u>First Amendment to Securities Purchase Loan and Security Agreement dated January 30, 2018, by and between Capstone Therapeutics, Corp. and BP Peptides, LLC.</u> |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| | |
|-------------|----------------------------------------------------------------|
| <u>10.2</u> | <u>Warrant to Purchase Common Stock dated January 30, 2018</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.

Dated: February 1, 2018 CAPSTONE THERAPEUTICS CORP.

/s/ John M. Holliman, III
John M. Holliman, III
Executive Chairman and CEO

Exhibit Index

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