

CERUS CORP
Form 10-Q/A
September 22, 2014
Table of Contents

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 June 30, 2014

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 000-21937

CERUS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

68-0262011
(I.R.S. Employer
Identification No.)

2550 Stanwell Dr.

Concord, California
(Address of principal executive offices)

94520
(Zip Code)

(925) 288-6000

(Registrant's telephone number, including area code)

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 (§232.405 of this chapter) 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, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting 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

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 July 25, 2014, there were 74,048,000 shares of the registrant's common stock outstanding.

Table of Contents

CERUS CORPORATION
AMENDMENT NO. 1 TO QUARTERLY REPORT ON FORM 10-Q/A
THREE AND SIX MONTHS ENDED JUNE 30, 2014
TABLE OF CONTENTS

<u>Explanatory Note</u>	Page 1
PART II OTHER INFORMATION	
Item 6. <u>Exhibits</u>	2

Table of Contents

EXPLANATORY NOTE

Cerus Corporation (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 June 30, 2014, as filed with the Securities and Exchange Commission (the SEC) on August 8, 2014 (the Original 10-Q). This Amendment is being filed solely to re-file Exhibit 10.2 to the Original 10-Q in response to comments received from the staff of the SEC relating to a confidential treatment request that the Company submitted with respect to Exhibit 10.2 to the Original Filing, and in connection therewith, to amend Part II, Item 6 of the Original 10-Q and the Exhibit Index to the Original 10-Q. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the Company's 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 Original 10-Q. This Amendment does not reflect events occurring after the filing of the Original 10-Q (i.e., those events occurring after August 8, 2014) or modify or update those disclosures that may be affected by subsequent events.

Table of Contents**ITEM 6. EXHIBITS**

Exhibit Number	Description of Exhibit
3.1 (1)	Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.2 (1)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.3 (8)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.4 (1)	Certificate of Designation of Series C Junior Participating Preferred Stock of Cerus Corporation.
3.5 (2)	Amended and Restated Bylaws of Cerus Corporation.
4.1 (3)	Specimen Stock Certificate.
4.2 (4)	Rights Agreement, dated as of November 3, 1999, as amended as of August 6, 2001, between Cerus Corporation and Wells Fargo Bank, N.A. (formerly known as Norwest Bank Minnesota, N.A.).
4.3 (5)	Amendment to Rights Agreement, dated as of October 28, 2009, between Cerus Corporation and Wells Fargo Bank, N.A. (which includes the form of Rights Certificate as Exhibit B thereto).
4.4 (6)	Form of 2009 Warrant to Purchase Common Stock.
4.5 (7)	Form of 2010 Warrant to Purchase Common Stock.
10.1 (8)#	Loan and Security Agreement, dated as of June 30, 2014, by and among Cerus Corporation and Oxford Finance LLC, as collateral agent and a lender.
10.2 #	Amended and Restated Supply Agreement, dated April 21, 2014, by and between Cerus Corporation and Puro-lite Corporation.
31.1 (8)	Certification of the Principal Executive Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 (8)	Certification of the Principal Financial Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of the Principal Executive Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4	Certification of the Principal Financial Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 (8)(9)	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS (8)	XBRL Instance Document.
101.SCH (8)	XBRL Taxonomy Extension Schema Document.
101.CAL (8)	XBRL Taxonomy Extension Calculation Linkbase Document.

Edgar Filing: CERUS CORP - Form 10-Q/A

101.DEF (8)	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB (8)	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE (8)	XBRL Taxonomy Extension Presentation Linkbase Document.

The Registrant has requested confidential treatment for portions of this exhibit.

- (1) Incorporated by reference to the like-described exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-21937), for the quarter ended September 30, 2012.
- (2) Incorporated by reference to the like-described exhibit to the Registrant's Current Report on Form 8-K (File No. 000-21937), filed with the SEC on June 19, 2008.
- (3) Incorporated by reference to the like-described exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-11341) and amendments thereto.
- (4) Incorporated by reference to the like-described exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-21937), for the quarter ended June 30, 2009.
- (5) Incorporated by reference to the like-described exhibit to the Registrant's Current Report on Form 8-K (File No. 000-21937), filed with the SEC on October 30, 2009.
- (6) Incorporated by reference to the like-described exhibit to the Registrant's Current Report on Form 8-K (File No. 000-21937), filed with the SEC on August 20, 2009.

Table of Contents

- (7) Incorporated by reference to the like-described exhibit to the Registrant's Current Report on Form 8-K (File No. 000-21937), filed with the SEC on November 12, 2010.
- (8) Incorporated by reference to the like-described exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-21937), filed with the SEC on August 8, 2014.
- (9) This certification accompanies the original Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission, and is not incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the original Form 10-Q), irrespective of any general incorporation language contained in such filing.

Table of Contents

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, thereunto duly authorized.

CERUS CORPORATION

Date: September 22, 2014

/s/ Kevin D. Green

Kevin D. Green

Vice President, Finance and Chief Financial Officer

(on behalf of registrant and as Principal Financial Officer)

Table of Contents**EXHIBIT INDEX**

Exhibit Number	Description of Exhibit
3.1 (1)	Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.2 (1)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.3 (8)	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Cerus Corporation.
3.4 (1)	Certificate of Designation of Series C Junior Participating Preferred Stock of Cerus Corporation.
3.5 (2)	Amended and Restated Bylaws of Cerus Corporation.
4.1 (3)	Specimen Stock Certificate.
4.2 (4)	Rights Agreement, dated as of November 3, 1999, as amended as of August 6, 2001, between Cerus Corporation and Wells Fargo Bank, N.A. (formerly known as Norwest Bank Minnesota, N.A.).
4.3 (5)	Amendment to Rights Agreement, dated as of October 28, 2009, between Cerus Corporation and Wells Fargo Bank, N.A. (which includes the form of Rights Certificate as Exhibit B thereto).
4.4 (6)	Form of 2009 Warrant to Purchase Common Stock.
4.5 (7)	Form of 2010 Warrant to Purchase Common Stock.
10.1 (8)#	Loan and Security Agreement, dated as of June 30, 2014, by and among Cerus Corporation and Oxford Finance LLC, as collateral agent and a lender.
10.2 #	Amended and Restated Supply Agreement, dated April 21, 2014, by and between Cerus Corporation and PuroLite Corporation.
31.1 (8)	Certification of the Principal Executive Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2 (8)	Certification of the Principal Financial Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.3	Certification of the Principal Executive Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.4	Certification of the Principal Financial Officer of Cerus Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1 (8)(9)	Certification of the Principal Executive Officer and Principal Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS (8)	XBRL Instance Document.
101.SCH (8)	XBRL Taxonomy Extension Schema Document.

Edgar Filing: CERUS CORP - Form 10-Q/A

101.CAL (8)	XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF (8)	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB (8)	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE (8)	XBRL Taxonomy Extension Presentation Linkbase Document.

The Registrant has requested confidential treatment for portions of this exhibit.

- (1) Incorporated by reference to the like-described exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-21937), for the quarter ended September 30, 2012.
- (2) Incorporated by reference to the like-described exhibit to the Registrant's Current Report on Form 8-K (File No. 000-21937), filed with the SEC on June 19, 2008.
- (3) Incorporated by reference to the like-described exhibit to the Registrant's Registration Statement on Form S-1 (File No. 333-11341) and amendments thereto.
- (4) Incorporated by reference to the like-described exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-21937), for the quarter ended June 30, 2009.
- (5) Incorporated by reference to the like-described exhibit to the Registrant's Current Report on Form 8-K (File No. 000-21937), filed with the SEC on October 30, 2009.
- (6) Incorporated by reference to the like-described exhibit to the Registrant's Current Report on Form 8-K (File No. 000-21937), filed with the SEC on August 20, 2009.
- (7) Incorporated by reference to the like-described exhibit to the Registrant's Current Report on Form 8-K (File No. 000-21937), filed with the SEC on November 12, 2010.

Table of Contents

- (8) Incorporated by reference to the like-described exhibit to the Registrant's Quarterly Report on Form 10-Q (File No. 000-21937), filed with the SEC on August 8, 2014.
- (9) This certification accompanies the original Form 10-Q to which it relates, is not deemed filed with the Securities and Exchange Commission, and is not incorporated by reference into any filing of the Registrant under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended (whether made before or after the date of the original Form 10-Q), irrespective of any general incorporation language contained in such filing.