

Clovis Oncology, Inc.
Form 8-K
April 10, 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 (Date of Earliest Event Reported): **April 10, 2018 (April 9, 2018)**

Clovis Oncology, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

5500 Flatiron Parkway, Suite 100

001-35347
(Commission

File Number)

90-0475355
(I.R.S. Employer

Identification No.)

80301

Boulder, Colorado

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(303) 625-5000**

Not Applicable

(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:

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 8.01 Other Events.

On April 9, 2018, the staff (the Staff) of the Securities and Exchange Commission's (the SEC) Division of Enforcement issued Wells notices to Clovis Oncology, Inc. (the Company) and certain of its current and former officers stating that the Staff has made a preliminary determination to recommend that the SEC file civil enforcement action(s) against the Company and such officers, alleging violations of certain provisions of the Securities Act of 1933 and the Securities Exchange Act of 1934 relating to the Company's regulatory update announcement in November 2015 that the FDA requested additional clinical data on the efficacy and safety of rociletinib.

A Wells Notice is not a formal allegation or a finding of wrongdoing, but is a preliminary determination by the Staff to recommend to the SEC that a civil enforcement action or administrative proceeding be brought against the recipient. The Company has an opportunity to respond to issues raised by the SEC staff and offer its perspective prior to any SEC decision on whether to authorize the commencement of an enforcement proceeding. Under SEC procedures, a recipient of a Wells Notice has an opportunity to respond in the form of a Wells submission that seeks to persuade the SEC that such an action should not be brought. The Company intends to provide to the Staff a Wells submission to further explain the Company's views and its belief that no enforcement action is warranted against the Company or any individuals associated with the Company. The receipt of the Wells Notices does not change the Company's belief that it has complied with all laws and regulations, and therefore, the Company intends to contest any charges that may be brought. The Company is unable to predict how long the SEC process will last, the outcome of the SEC's investigation or any action that the SEC may decide to pursue, or any other impact on the Company as a result of the proposed or any actual enforcement action.

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.

CLOVIS ONCOLOGY, INC.

April 10, 2018

By: /s/ Paul Gross

Name: Paul Gross

Title: Senior Vice President and General Counsel