

Aldeyra Therapeutics, Inc.  
Form 8-K  
December 28, 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): December 28, 2018**

**ALDEYRA THERAPEUTICS, INC.**

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction of**

**Incorporation)**

**001-36332**  
**(Commission File Number)**

**131 Hartwell Avenue, Suite 320**

**20-1968197**  
**(IRS Employer Identification No.)**

**02421**

**Lexington, MA**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (781) 761-4904**

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 (§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 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On December 28, 2018, Aldeyra Therapeutics, Inc. (the Company) entered into an Open Market Sale Agreement<sup>SM</sup> (the Sales Agreement) with Jefferies LLC, as sales agent and/or principal (Jefferies), pursuant to which the Company may offer and sell, from time to time through Jefferies, shares of the Company's common stock, par value \$0.001 per share (the Common Stock), having an aggregate offering price of up to \$50 million (the Shares).

Under the Sales Agreement, Jefferies may sell Shares (A) in privately negotiated transactions with the consent of the Company; (B) as block transactions; or (C) by any other method permitted by law deemed to be an at the market offering as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended (the Securities Act), including sales made directly on The Nasdaq Capital Market or sales made into any other existing trading market for the Company's Common Stock. The Company may instruct Jefferies not to sell Shares if the sales cannot be effected at or above the price designated by the Company from time to time.

The Company is not obligated to make any sales of the Shares under the Sales Agreement. The offering of Shares pursuant to the Sales Agreement will terminate upon the termination of the Sales Agreement by Jefferies or the Company, as permitted therein.

The Company will pay Jefferies a commission rate of up to 3.0% of the aggregate gross proceeds from each sale of Shares and have agreed to provide Jefferies with customary indemnification and contribution rights. The Company will also reimburse Jefferies for certain specified expenses in connection with entering into the Sales Agreement.

The foregoing description of the Sales Agreement is not complete and is qualified in its entirety by reference to the full text of such agreement, a copy of which is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. The opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP, the Company's counsel, regarding the validity of the Shares that will be issued pursuant to the Sales Agreement is also filed herewith as Exhibit 5.1.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the Common Stock discussed herein, nor shall there be any offer, solicitation, or sale of Common Stock in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5.1	<u>Opinion of Gunderson Dettmer Stough Villeneuve Franklin &amp; Hachigian, LLP</u>
10.1	<u>Open Market Sale Agreement<sup>SM</sup>, dated December 28, 2018, by and between Aldeyra Therapeutics, Inc. and Jefferies LLC</u>
23.1	<u>Consent of Gunderson Dettmer Stough Villeneuve Franklin &amp; Hachigian, LLP (contained in Exhibit 5.1)</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.

**ALDEYRA THERAPEUTICS, INC.**

By: /s/ Joshua Reed

Name: Joshua Reed

Title: Chief Financial Officer

Dated: December 28, 2018