

SYNERGY PHARMACEUTICALS, INC.

Form 8-K

November 03, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of earliest event reported: **November 3, 2014**

Synergy Pharmaceuticals Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35268
(Commission File Number)

33-0505269
(I.R.S. Employer

Identification No.)

420 Lexington Avenue, Suite 2012, New York, NY 10170

(Address of Principal Executive Offices) (Zip Code)

(212) 297-0020

(Registrant's telephone number, including area code)

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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))
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Item 8.01 **Other Events.**

On November 3, 2014, the Company issued a press release announcing the issuance of the Notes. A copy of the press release is included as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. **Financial Statements and Exhibits.**

(d) **Exhibits.**

The following exhibits are filed with this Current Report on Form 8-K:

Exhibit No.	Description
4.1	Indenture related to the 7.50% Convertible Senior Notes due 2019, dated as of November 3, 2014, by and between Synergy Pharmaceuticals Inc. and Wells Fargo Bank, National Association, as trustee
4.2	Form of 7.50% Convertible Senior Note due 2019
99.1	Press release of Synergy Pharmaceuticals Inc., dated November 3, 2014, relating to the issuance of the Notes

SIGNATURE

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: November 3, 2014

SYNERGY PHARMACEUTICALS INC.

By: */s/ Gary S. Jacob*
Gary S. Jacob, Ph.D.
President and Chief Executive Officer