

Aeglea BioTherapeutics, Inc.
Form 8-K
April 19, 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 18, 2018

AEGLEA BIOTHERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-37722
(Commission

File Number)

46-4312787
(IRS Employer

Identification No.)

901 S. MoPac Expressway

Barton Oaks Plaza One

Suite 250

Austin, TX

(Address of principal executive offices)

78746

(Zip Code)

(512) 942-2935

(Registrant's telephone number, including area code)

(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 1.01. Entry into a Material Definitive Agreement

On April 18, 2018, Aeglea BioTherapeutics, Inc. (*Aeglea*) entered into an underwriting agreement (the *Underwriting Agreement*) with Evercore Group L.L.C. and BMO Capital Markets Corp., as representatives of the several underwriters named therein (the *Underwriters*), pursuant to which Aeglea agreed to issue and sell an aggregate of 4,500,000 shares of its common stock (the *Shares*) to the Underwriters (the *Offering*). The Shares will be sold to the Underwriters at the public offering price of \$8.00 per share, less underwriting discounts and commissions. Pursuant to the Underwriting Agreement, Aeglea has granted the Underwriters a 30-day option to purchase up to an additional 675,000 shares of its common stock. The Underwriting Agreement contains customary representations and warranties, conditions to closing, market standoff provisions, termination provisions and indemnification obligations, including for liabilities under the Securities Act of 1933, as amended. The Offering is being made pursuant to the shelf registration statement on Form S-3 (File No. 333-217573) that was filed by Aeglea with the Securities and Exchange Commission (*SEC*) on May 1, 2017 and declared effective by the SEC on May 30, 2017 and a related prospectus supplement.

Aeglea estimates that net proceeds from the Offering will be approximately \$33.6 million, after deducting underwriting discounts and commissions and estimated Offering expenses, and assuming no exercise of the Underwriters' option to purchase additional shares. Aeglea intends to use the net proceeds from the Offering primarily for general corporate purposes, which may include funding new and ongoing research and development, capital expenditures, accelerating manufacturing and regulatory activities, initializing commercialization infrastructure and increasing working capital. Aeglea expects the Offering to close on April 23, 2018, subject to customary closing conditions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement. A copy of the Underwriting Agreement is filed with this Current Report on Form 8-K as Exhibit 1.1 and is incorporated herein by reference.

A copy of the opinion of Fenwick & West LLP, relating to the validity of the Shares in connection with the Offering, is filed with this Current Report on Form 8-K as Exhibit 5.1.

Item 8.01. Other Events.

On April 18, 2018, Aeglea issued a press release, announcing the pricing of the Offering. A copy of the press release is filed with this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit

No.	Description
1.1	<u>Underwriting Agreement dated April 18, 2018</u>
5.1	<u>Opinion of Fenwick & West LLP</u>
23.1	<u>Consent of Fenwick & West LLP (contained in Exhibit 5.1)</u>
99.1	<u>Press Release dated April 18, 2018</u>

Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and other federal securities laws. Any statements contained herein that do not describe historical facts, including, but not limited to, statements regarding the expected net proceeds of the Offering and the anticipated use of proceeds of the Offering, are forward-looking statements that involve risks and uncertainties that could cause actual results to differ materially from those discussed in such forward-looking statements. Such risks and uncertainties include, among others, the risks identified in Aeglea's filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2017, filed with the SEC on March 13, 2018, the prospectus supplement related to the Offering, and subsequent filings with the SEC. Any of these risks and uncertainties could materially and adversely affect Aeglea's results of operations, which would, in turn, have a significant and adverse impact on Aeglea's stock price. Aeglea cautions you not to place undue reliance on any forward-looking statements, which speak only as of the date they are made. Aeglea undertakes no obligation to update publicly any forward-looking statements to reflect new information, events or circumstances after the date they were made or to reflect the occurrence of unanticipated events.

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.

AEGLEA BIOTHERAPEUTICS, INC.

Date: April 19, 2018

By: /s/ Charles N. York II
Charles N. York II
Chief Financial Officer