

CHIASMA, INC
Form 8-K
November 08, 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): November 8, 2018

Chiasma, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction

of incorporation)

460 Totten Pond Rd, Suite 530

001-37500
(Commission

File Number)

76-0722250
(I.R.S. Employer

Identification No.)

02451

Waltham, MA

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (617) 928-5300

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 1.01 Entry Into a Material Definitive Agreement.

On November 8, 2018, Chiasma, Inc. (the Company) entered into a Sales Agreement (the Sales Agreement) with Cowen and Company, LLC, which will act as sales agent (Cowen) to sell, from time to time, the Company's common stock, par value \$0.01 per share (ATM Shares), having an aggregate sale price up to \$25,000,000, through an at the market offering program (the ATM Offering). The ATM Shares will be issued pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-223850). The Company will file a prospectus supplement, dated November 8, 2018, with the Securities and Exchange Commission in connection with the offer and sale of the ATM Shares.

Pursuant to the Sales Agreement, Cowen may sell the ATM Shares by any method permitted by law deemed to be an at the market offering as defined in Rule 415 of the Securities Act of 1933, as amended. The Sales Agreement provides that Cowen will be entitled to compensation equal to 3.0% of the gross proceeds of the ATM Shares sold through Cowen. The Company has no obligation to sell any of the ATM Shares under the Sales Agreement and may at any time suspend solicitation and offers under the Sales Agreement.

The description of the Sales Agreement set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text thereof, which is attached hereto as Exhibit 10.1 and incorporated by reference herein.

Item 2.02 Results of Operations and Financial Condition.

On November 8, 2018, the Company issued a press release announcing its financial results for the quarter ended September 30, 2018 and providing a business update. The full text of the press release is furnished as Exhibit 99.1 hereto and incorporated herein by reference.

The information under this Item 2.02 is intended to be furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

No.	Description
10.1	<u>Sales Agreement, dated November 8, 2018, between Chiasma, Inc. and Cowen and Company, LLC</u>
99.1	<u>Press Release of Chiasma, Inc. dated November 8, 2018</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.

Date: November 8, 2018

Chiasma, Inc.

By: /s/ Mark J. Fitzpatrick
Mark J. Fitzpatrick
President, Chief Executive Officer, and Director