

CHIASMA, INC
Form 8-K
March 29, 2019

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): March 29, 2019

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 March 29, 2019, Chiasma, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Cantor Fitzgerald & Co., as representative of the several underwriters listed therein (the Underwriters), related to an underwritten public offering (the Offering) of 6,315,790 shares (the Shares) of the Company's common stock, \$0.01 par value per share (the Common Stock), at a public offering price of \$4.75 per Share (the Offering Price), before underwriting discounts and commissions. Pursuant to the terms of the Underwriting Agreement, the Company granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 947,368 shares of Common Stock. The gross proceeds to the Company, before deducting the underwriting discounts and estimated expenses associated with the Offering payable by the Company, are expected to be approximately \$30.0 million (assuming the Underwriters do not exercise their option to purchase additional shares). The closing of the Offering is expected to occur on or about April 2, 2019, subject to the satisfaction of customary closing conditions.

The Shares are being offered and sold pursuant to a prospectus dated March 22, 2018 and a prospectus supplement dated March 29, 2019, in connection with a takedown from the Company's shelf registration statement on Form S-3 (File No. 333-223850) (the Registration Statement), which the U.S. Securities and Exchange Commission declared effective on May 3, 2018.

The Underwriting Agreement contains customary representations, warranties, covenants, conditions to closing, indemnification and other obligations of the parties and termination provisions.

A copy of the legal opinion of Goodwin Procter LLP, relating to the validity of the Shares issued in the Offering, is filed as Exhibit 5.1 to this Current Report on Form 8-K and is filed with reference to, and is hereby incorporated by reference into, the Registration Statement.

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

The Underwriting Agreement has been filed with this Current Report on Form 8-K to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, and were solely for the benefit of the parties to such agreement.

Item 8.01 Other Events.

On March 28, 2019, the Company issued a press release announcing the commencement of the Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On March 29, 2019, the Company issued a press release announcing its entry into the Underwriting Agreement. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	<u>Underwriting Agreement, dated March 29, 2019, between Chiasma, Inc. and Cantor Fitzgerald & Co.</u>
5.1	<u>Opinion of Goodwin Procter LLP.</u>
23.1	<u>Consent of Goodwin Procter LLP (included in its opinion filed as Exhibit 5.1).</u>
99.1	<u>Press release dated March 28, 2019.</u>
99.2	<u>Press release dated March 29, 2019.</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: March 29, 2019

Chiasma, Inc.

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