

BELLICUM PHARMACEUTICALS, INC
Form 8-K
April 18, 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 17, 2018

Bellicum Pharmaceuticals, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36783
(Commission

File Number)

20-1450200
(I.R.S. Employer

Identification No.)

2130 W. Holcombe Blvd., Ste. 800

77030

Houston, TX

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 832-384-1100

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 8.01 Other Events.

On April 17, 2018, Bellicum Pharmaceuticals, Inc. (Bellicum) entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. and Jefferies LLC, as representatives of the several underwriters (the Underwriters), relating to the offering, issuance and sale (the Offering) of 8,000,000 shares of Bellicum s common stock, \$0.01 par value per share (the Common Stock), at a price to the public of \$7.50 per share, which Bellicum estimates will result in approximately \$56.0 million of net proceeds to Bellicum after deducting the underwriting discounts and commissions and estimated offering expenses. The Offering is expected to close on or about April 20, 2018, subject to the satisfaction of customary closing conditions. In addition, the Underwriters have a 30-day option to purchase up to an additional 1,200,000 shares of Common Stock. All of the shares in the Offering are being sold by Bellicum.

The Offering is being made pursuant to Bellicum s effective shelf registration statement on Form S-3 (Registration No. 333-219021) previously filed with the Securities and Exchange Commission, as supplemented by a preliminary prospectus supplement dated April 16, 2018 and a final prospectus supplement dated April 17, 2018.

The Underwriting Agreement contains customary representations, warranties and agreements by Bellicum, conditions to closing, indemnification obligations of Bellicum and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

The following exhibits are filed as part of this Current Report:

- 1.1 Underwriting Agreement, dated April 17, 2018, among Bellicum Pharmaceuticals, Inc., Citigroup Global Markets Inc. and Jefferies LLC, as representatives for the several underwriters.
- 5.1 Opinion of Cooley LLP.
- 23.1 Consent of Cooley LLP (included in Exhibit 5.1).

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: April 18, 2018

BELLICUM PHARMACEUTICALS, INC.

(Registrant)

By: /s/ Alan A. Musso

Name: Alan A. Musso, C.P.A., C.M.A.

Title: Chief Financial Officer and Treasurer