

Ultragenyx Pharmaceutical Inc.
Form 8-K
March 01, 2019

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 Report (Date of earliest event reported): February 26, 2019

ULTRAGENYX PHARMACEUTICAL INC.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36276
(Commission

File Number)

27-2546083
(IRS Employer

Identification No.)

60 Leveroni Court, Novato, California

94949

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (415) 483-8800

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 February 26, 2019, Ultragenyx Pharmaceutical Inc. (*we*, *Ultragenyx* or the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Cowen and Company, LLC (the *Underwriters*), providing for the offer and sale in an underwritten public offering (the *Offering*) of 5,072,464 shares of the Company's common stock, par value \$0.001 per share (the *Common Stock*), at a public offering price of \$60.00 per share, to be purchased by the Underwriters from us at a price of \$56.70 per share. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option (the *Option*) to purchase up to an additional 760,869 shares of Common Stock on the same terms. On February 27, 2019, the Underwriters exercised the Option in full.

The Offering closed on March 1, 2019. In the Underwriting Agreement, the Company agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriters may be required to make because of such liabilities.

We estimate that the net proceeds we will receive from the Offering will be approximately \$330.4 million, after deducting the Underwriters' discounts and commissions and estimated offering expenses payable by us.

The Offering was made under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to the Company's automatically effective shelf registration statement on Form S-3 (Registration No. 333-223123). The Offering was not registered under any state blue sky laws.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the opinion of Gibson, Dunn & Crutcher LLP relating to the validity of the securities issued in the Offering is filed herewith as Exhibit 5.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------|--|
| 1.1 | <u>Underwriting Agreement, dated as of February 26, 2019, among Ultragenyx Pharmaceutical Inc. and J.P. Morgan Securities LLC, Goldman Sachs & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Cowen and Company, LLC</u> |
| 5.1 | <u>Opinion of Gibson, Dunn & Crutcher LLP</u> |
| 23.1 | <u>Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1)</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 1, 2019

Ultragenyx Pharmaceutical Inc.

By: /s/ Shalini Sharp
Shalini Sharp
Executive Vice President, Chief Financial Officer

- 3 -