

Clovis Oncology, Inc.  
Form 8-K  
June 17, 2013

**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): **June 11, 2013**

**Clovis Oncology, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
  
of incorporation)  
  
**2525 28<sup>th</sup> Street, Suite 100**

**001-35347**  
(Commission  
  
File Number)

**90-0475355**  
(I.R.S. Employer  
  
Identification No.)  
  
**80301**

Edgar Filing: Clovis Oncology, Inc. - Form 8-K

**Boulder, Colorado**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(303) 625-5000**

**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))

**Item 1.01 Entry Into a Material Definitive Agreement.**

On June 11, 2013, Clovis Oncology, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters named therein (the Underwriters), relating to the issuance and sale of 3,333,334 shares of common stock, par value \$0.001 per share, of the Company. The offering price to the public was \$72.00 per share, and the Underwriters agreed to purchase the shares from the Company pursuant to the Underwriting Agreement at a price of \$68.04 per share. In addition, under the terms of the Underwriting Agreement, the Company granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 486,110 shares of common stock. On June 12, 2013, the Underwriters exercised their option to purchase the additional shares in full.

The Underwriting Agreement contains customary representations, warranties, covenants and agreements by the Company, indemnification obligations of the Company 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 offering closed on June 17, 2013.

The net proceeds to the Company from the offering were approximately \$259.1 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company.

The offering is being made pursuant to the Company's effective registration statements on Form S-3 (File Nos. 333-188063 and 333-189234), previously filed with the Securities and Exchange Commission, and the respective prospectus supplements thereunder.

The Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

Copies of the opinions of Willkie Farr & Gallagher LLP relating to the legality of the issuance and sale of the shares are attached as Exhibit 5.1 and Exhibit 5.2 hereto.

**Item 8.01 Other Events.**

On June 10, 2013, the Company issued a press release announcing the commencement of the offering. On June 11, 2013, the Company issued a press release announcing the pricing of the offering. On June 13, 2013, the Company issued a press release announcing the Underwriters exercise of their option to purchase additional shares. The press releases are attached as Exhibits 99.1, 99.2 and 99.3 hereto, respectively, and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description   |
|----------------|---|
| 1.1            | Underwriting Agreement, dated June 11, 2013                       |
| 5.1            | Opinion of Willkie Farr & Gallagher LLP                           |
| 5.2            | Opinion of Willkie Farr & Gallagher LLP                           |
| 23.1           | Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1) |
| 23.2           | Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.2) |
| 99.1           | Press Release, dated June 10, 2013                                |
| 99.2           | Press Release, dated June 11, 2013                                |
| 99.3           | Press Release, dated June 13, 2013                                |



**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.

**CLOVIS ONCOLOGY, INC.**

June 17, 2013

By: /s/ Erle T. Mast  
Name: Erle T. Mast  
Title: Executive Vice President and Chief Financial Officer

- 3 -

**EXHIBIT INDEX**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 1.1                   | Underwriting Agreement, dated June 11, 2013                       |
| 5.1                   | Opinion of Willkie Farr & Gallagher LLP                           |
| 5.2                   | Opinion of Willkie Farr & Gallagher LLP                           |
| 23.1                  | Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1) |
| 23.2                  | Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.2) |
| 99.1                  | Press Release, dated June 10, 2013                                |
| 99.2                  | Press Release, dated June 11, 2013                                |
| 99.3                  | Press Release, dated June 13, 2013                                |