Karyopharm Therapeutics Inc.
Form 8-K
November 08, 2016

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): November 7, 2016

Karyopharm Therapeutics Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware	**001-36167**	**26-3931704**
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**
85 Wells Avenue, 2nd Floor,		**02459**

Newton, Massachusetts
(Address of Principal Executive Offices) (Zip Code)
Registrant s telephone number, including area code: (617) 658-0600

(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 (see General Instruction A.2. below):

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 November 7, 2016, Karyopharm Therapeutics Inc. (the Company) entered into Amendment No. 1 (the Amendment) to Controlled Equity Offering℠ Sales Agreement, dated December 7, 2015 (the Sales Agreement) with Cantor Fitzgerald & Co., as agent (Cantor Fitzgerald), pursuant to which the Company may issue and sell shares of its common stock, $0.0001 par value per share, having an additional aggregate offering price of up to $50,000,000 (the Shares) on or after November 7, 2016 through Cantor Fitzgerald (the Offering). Also, on November 7, 2016, the Company is filing a prospectus supplement with the Securities and Exchange Commission in connection with the Offering (the Prospectus Supplement) under its existing shelf registration statement, which became effective on January 5, 2015 (File No 333-201366) and was amended by post effective amendments on March 15, 2016 and May 17, 2016, which became effective on such dates, respectively.

Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, as amended, Cantor Fitzgerald may sell the Shares by methods deemed to be an at the market offering as defined in Rule 415(a)(4) promulgated under the Securities Act of 1933, as amended (the Securities Act). The Company may sell the Shares in amounts and at times to be determined by the Company from time to time subject to the terms and conditions of the Sales Agreement, as amended, but it has no obligation to sell any of the Shares in the Offering.

The Company or Cantor Fitzgerald may suspend or terminate the offering of Shares upon notice to the other party and subject to other conditions. Cantor Fitzgerald will act as sales agent on a commercially reasonable efforts basis consistent with its normal trading and sales practices and applicable state and federal law, rules and regulations and the rules of NASDAQ.

The Company has agreed to pay Cantor Fitzgerald commissions for its services in acting as agent in the sale of the Shares in the amount of up to 3.0% of gross proceeds from the sale of the Shares pursuant to the Sales Agreement, as amended. The Company has also agreed to provide Cantor Fitzgerald with customary indemnification and contribution rights.

The foregoing description of the material terms of the Sales Agreement is qualified in its entirety by reference to the full text of such agreement, a copy of which was filed as Exhibit 10.1 to the Company s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 8, 2015 and is incorporated herein by reference. The foregoing description of the material terms of the Amendment is qualified in its entirety by reference to the full text of such agreement, which is attached as Exhibit 10.1 hereto and is incorporated herein by reference.

Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Company, has issued a legal opinion relating to the Shares. A copy of such legal opinion, including the consent included therein, is attached as Exhibit 5.1 hereto.

The Shares are registered pursuant to an effective shelf Registration Statement on Form S-3 (File No. 333-201366) and offerings for the Shares will be made only by means of the Prospectus Supplement. This Current Report on Form 8-K shall not constitute an offer to sell or solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities law of such state or jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The Exhibits to this Current Report on Form 8-K are listed in the Exhibit Index attached hereto.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

KARYOPHARM THERAPEUTICS INC.

Date: November 7, 2016

By: /s/ Christopher B. Primiano
Christopher B. Primiano

Senior Vice President, Corporate Development,
General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated November 7, 2016.
10.1	Amendment No. 1 to Controlled Equity Offering[SM] Sales Agreement, dated December 7, 2015, by and between the Company and Cantor Fitzgerald & Co., dated November 7, 2016.
10.2	Controlled Equity Offering[SM] Sales Agreement, dated December 7, 2015, by and between the Company and Cantor Fitzgerald & Co. (incorporated by reference to Exhibit 1.1 to the Company s Current Report on Form 8-K (File No. 001-36167), filed December 8, 2015).
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above).