

Ampio Pharmaceuticals, Inc.  
Form 8-K  
April 12, 2011

# 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 8, 2011

## AMPIO PHARMACEUTICALS, INC.

(Exact name of registrant as specified in Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

333-146542  
(Commission  
File No.)  
5445 DTC Parkway, P4

26-0179592  
(IRS Employee  
Identification No.)

Greenwood Village, Colorado 80111

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(Address of Principal Executive Offices)

**(303) 418-1000**

(Issuer Telephone number)

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 April 8, 2011, Ampio Pharmaceuticals, Inc. ( Ampio or the Company ) accepted additional subscriptions from investors in the private placement described under Item 3.02 below. The information included in Item 3.02 of this Form 8-K is hereby incorporated by reference into this Item 1.01.

**Item 3.02 Unregistered Sales of Equity Securities.**

On April 8, 2011, the Company held the second closing in connection with a private placement of its common stock. At the closing, the Company issued 1,105,753 shares of its common stock to 31 accredited and sophisticated investors, receiving gross proceeds of approximately \$2.764 million, reflecting a per share placement price of \$2.50 per share. The Company received net proceeds of approximately \$2.445 million, net of placement commissions and a non-accountable expense allowance paid to the placement agent and other expenses of the offering, but excluding any value attributable to warrants to purchase up to an aggregate of 110,575 shares of Ampio common stock issued to the placement agent or its designees. Ampio intends to use the net proceeds of the placement for general corporate purposes, including funding clinical trials, intellectual property protection, and general and administrative expenses. The second closing occurred on April 8, 2011, following the satisfaction of customary closing conditions. Copies of the placement agent agreement, the form of placement agent warrants, and the form of subscription agreement relating to the sale of the shares of common stock in the placement will be filed as exhibits to a Current Report on Form 8-K following the final closing under the placement. Each of the placement agent agreement and the subscription agreement contains representations and warranties that the parties made to, and solely for the benefit of, the other in the context of all of the terms and conditions of that agreement and in the context of the specific relationship between the parties. The provisions of the placement agent agreement and the form of subscription agreement, including the representations and warranties contained therein, are not for the benefit of any party other than the parties to such agreements, and are not intended as documents for investors and the public to obtain factual information about the current state of affairs of the parties to those documents and their agreements.

The shares of common stock issued in the private placement have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Ampio plans to file a registration statement with the Securities and Exchange Commission ( SEC ) for the resale of the common stock as soon as practicable after the final closing under the placement. This Current Report on Form 8-K shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

*This Current Report on Form 8-K contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by use of terms such as may, project, should, plan, expect, anticipate believe, estimate and similar words, although some forward-looking statements are expressed differently. Forward-looking statements represent our management's judgment regarding future events. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. All statements other than statements of historical fact included in this Current Report on Form 8-K are forward-looking statements. Except as required by applicable law, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The Company cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Company's actual results could differ materially from those contained in forward-looking statements due to a number of factors, including the statements under Risk Factors found in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 16, 2011, and its Form 10-Qs on file with the SEC.*

**SIGNATURE**

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.

**AMPIO PHARMACEUTICALS, INC.**

By: /s/ Donald B. Wingerter, Jr.  
Donald B. Wingerter, Jr.  
*Chief Executive Officer*

Dated: April 12, 2011