

Zosano Pharma Corp  
Form 8-K  
April 11, 2019

**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 9, 2019**

**ZOSANO PHARMA CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-36570**  
**(Commission**

**File Number)**  
**34790 Ardentech Court**

**45-4488360**  
**(IRS Employer**

**Identification Number)**

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**Fremont, CA 94555**

**(Address of principal executive offices, including Zip Code)**

**Registrant's telephone number, including area code: (510) 745-1200**

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 9, 2019, Zosano Pharma Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Cantor Fitzgerald & Co. (the Underwriter ), pursuant to which the Company agreed to issue and sell 5,000,000 shares (the Shares ) of its common stock, par value \$0.0001 per share ( Common Stock ), to the Underwriter (the Offering ). The Shares were sold to the Underwriter at a price of \$3.29 per Share. Under the terms of the Underwriting Agreement, the Company granted the Underwriter the right, for 30 days, to purchase up to 750,000 additional shares of Common Stock at the same price. The Offering closed on April 11, 2019. The Company received net proceeds from the Offering of approximately \$16.0 million, after deducting estimated offering expenses payable by the Company.

The Offering was made pursuant to a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act of 1933, as amended, pursuant to the Company s effective shelf registration statement on Form S-3 (Registration No. 333-229686).

Pursuant to the Underwriting Agreement, the Company agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriter may be required to make because of such liabilities. The Company, all of the Company s directors and executive officers and one of its stockholders, Aisling Capital IV, LP ( Aisling ), also agreed not to sell or transfer any Common Stock held by them for 90 days (or 60 days, in the case of Aisling) after April 9, 2019 without first obtaining the written consent of the Underwriter, subject to certain exceptions as described in the prospectus supplement.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing descriptions of the Underwriting Agreement and lock-up arrangements do not purport to be complete and are qualified in their entirety by reference to such exhibit.

A copy of the opinion of Latham & Watkins 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.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | <u>Underwriting Agreement, dated as of April 9, 2019, among Zosano Pharma Corporation and Cantor Fitzgerald &amp; Co.</u> |
| 5.1                | <u>Opinion of Latham &amp; Watkins LLP.</u>   |
| 23.1               | <u>Consent of Latham &amp; Watkins LLP (included in Exhibit 5.1).</u>   |

**SIGNATURES**

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.

Date: April 11, 2019

**ZOSANO PHARMA CORPORATION**

By: /s/ Greg Kitchener  
Greg Kitchener  
Chief Financial Officer