

ZIOPHARM ONCOLOGY INC  
Form 8-K  
February 08, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 8, 2011

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ZIOPHARM Oncology, Inc.  
(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

001-33038  
(Commission File Number)

84-1475672  
(IRS Employer Identification No.)

1180 Avenue of the Americas  
19th Floor  
New York, NY  
(Address of Principal Executive Offices)

10036  
(Zip Code)

(646) 214-0700  
(Registrant's telephone number, including area code)

Not applicable  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K 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)).

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)).

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Item 8.01

Other Events.

On February 8, 2011, ZIOPHARM Oncology, Inc. (the "Company") completed a public offering of 9,600,000 shares of its common stock. In connection with the closing, Barclays Capital Inc., the sole book-running manager for the offering, exercised in full its option to purchase an additional 1,440,000 shares, resulting in ZIOPHARM issuing a total of 11,040,000 shares at the closing. The net proceeds from the offering were approximately \$59.4 million after deducting underwriting discounts and estimated offering expenses.

On February 8, 2011, the Company issued a press release announcing the completion of the offering and the underwriter's full exercise of its option to purchase additional shares. The press release is attached as Exhibit 99.1.

Item 9.01

Financial Statements and Exhibits.

(d)

Exhibits

Exhibit No.

Description

99.1

Press release dated February 8, 2011

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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.

ZIOPHARM Oncology, Inc.

Date: February 8, 2011

By: /s/ Richard Bagley  
Name: Richard Bagley  
Title: President, Chief Operating  
Officer and Chief Financial Officer

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INDEX OF EXHIBITS

| Exhibit No. | Description                          |
|-------------|--------------------------------------|
| 99.1        | Press release dated February 8, 2011 |

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