

AERIE PHARMACEUTICALS INC

Form 8-K

January 26, 2018

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): January 23, 2018

Aerie Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36152
(Commission

File Number)
2030 Main Street, Suite 1500

20-3109565
(I.R.S. Employer

Identification Number)

Irvine, California 92614

(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (949) 526-8700

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))
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 Schedule 13(a) of the Exchange Act.

Item 1.01. Entry into Material Definitive Agreement.

On January 23, 2018, Aerie Pharmaceuticals, Inc. (the Company) entered into an underwriting agreement with Cantor Fitzgerald & Co., as representative of the several underwriters named in Schedule A thereto, relating to the registered public offering (the Offering) of 1,266,892 shares of the Company's common stock, par value \$0.001 per share. The Company also granted the underwriters a 30-day option from the date of the underwriting agreement to purchase up to an additional 190,033 shares of the Company's common stock. The Offering closed on January 26, 2018 and the Company received net proceeds, after deducting estimated offering expenses payable by the Company, of approximately \$74.0 million. The Offering was made pursuant to the Company's registration statement on Form S-3 (File No. 333-213643), which became effective upon its filing on September 15, 2016.

The underwriting agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification of the underwriters by the Company for certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The foregoing description of the underwriting agreement does not purport to be complete and is qualified by reference to such agreement, a copy of which is filed as Exhibit 1.1 to this report and is incorporated herein by reference.

A copy of the opinion of Fried, Frank, Harris, Shriver & Jacobson LLP relating to the validity of the issuance and sale of shares of the Company's common stock pursuant to the underwriting agreement is also filed herewith as Exhibit 5.1. The underwriting agreement and the opinion filed herewith are incorporated by reference into the above referenced registration statement on Form S-3.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits relating to Item 1.01 are filed herewith:

- 1.1 Underwriting Agreement, dated January 23, 2018, by and between Aerie Pharmaceuticals, Inc. and Cantor Fitzgerald & Co., as representative of the several underwriters named in Schedule A thereto.
- 5.1 Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.
- 23.1 Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1).

EXHIBIT INDEX

Exhibit	Description
1.1	<u>Underwriting Agreement, dated January 23, 2018, by and between Aerie Pharmaceuticals, Inc. and Cantor Fitzgerald & Co., as representative of the several underwriters named in Schedule A thereto.</u>
5.1	<u>Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.</u>
23.1	<u>Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1).</u>

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.

AERIE PHARMACEUTICALS, INC.

Date: January 26, 2018

By: /s/ Richard J. Rubino
Richard J. Rubino
Chief Financial Officer