

INFINITY PHARMACEUTICALS, INC.

Form 8-K

May 04, 2016

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): May 2, 2016

Infinity Pharmaceuticals, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction

of incorporation)

000-31141
(Commission

File Number)

33-0655706
(IRS Employer

Identification No.)

784 Memorial Drive, Cambridge, MA
(Address of principal executive offices)

02139
(Zip Code)

Registrant's telephone number, including area code: (617) 453-1000

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))

Item 1.01. Entry Into a Material Definitive Agreement.

On May 4, 2016, Infinity Pharmaceuticals, Inc., a Delaware corporation (the **Company**), entered into a Controlled Equity OfferingSM Sales Agreement (the **Sales Agreement**) with Cantor Fitzgerald & Co., as agent (Cantor Fitzgerald), pursuant to which the Company may offer and sell shares of its common stock, \$0.001 par value per share, having an aggregate offering price of up to \$50,000,000 (the **Shares**) from time to time through Cantor Fitzgerald (the **Offering**).

Upon delivery of a placement notice and subject to the terms and conditions of the Sales Agreement, Cantor Fitzgerald may sell the Shares by methods deemed to be an **at the market offering** as defined in Rule 415 promulgated under the Securities Act of 1933, as amended (the **Securities Act**), including sales made directly on The NASDAQ Global Select Market, on any other existing trading market for the Company's common stock or sales made to or through a market maker.

With the Company's prior written approval, Cantor Fitzgerald may also sell the Shares by any other method permitted by law, including in negotiated transactions. 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 3.0% of gross proceeds from the sale of the Shares pursuant to the Sales Agreement. The Company has also agreed to provide Cantor Fitzgerald with customary indemnification and contribution rights.

A copy of the Sales Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the material terms of the Sales Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

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 will be sold pursuant to an effective shelf Registration Statement on Form S-3 filed with the U.S. Securities and Exchange Commission (the **SEC**), which became effective on April 28, 2016 (File No. 333-209661). The Company intends to file with the SEC a prospectus supplement relating to the Offering (the **Prospectus Supplement**) and offerings of 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 2.02. Results of Operations and Financial Condition.

On May 4, 2016, the Company issued a press release announcing its results for the quarter ended March 31, 2016 and will conduct a previously announced, publicly available conference call to discuss those results. A copy of this press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. The information contained on the websites referenced in the press release is not incorporated herein.

This information and Exhibit 99.1 hereto shall not be deemed **filed** for purposes of Section 18 of the Securities Exchange Act of 1934 (the **Exchange Act**) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 2, 2016, Christopher M. Lindblom, the Company's Vice President, Finance and Treasurer, was appointed as principal accounting officer, effective immediately. Lawrence E. Bloch, the Company's Executive Vice President, Chief Financial Officer and Chief Business Officer, stepped down from the role of principal accounting officer in connection with the delegation of such responsibilities to Mr. Lindblom.

Prior to rejoining the Company on April 25, 2016, Mr. Lindblom, age 44, served in various financial roles at BIND Therapeutics, Inc., a biopharmaceutical company, from March 2014 to April 2016, including as Senior Vice President, Finance and Administration from March 2015 to March 2016. From May 2013 to March 2014, Mr. Lindblom was the Vice President of Finance and the Treasurer of OvaScience, Inc., a life sciences company. From October 2006 to May 2013, Mr. Lindblom served in various financial roles with the Company, including serving as its Vice President, Accounting and Finance from July 2010 to May 2013.

Item 9.01. Financial Statements and Exhibits.

- (d) 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, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INFINITY PHARMACEUTICALS, INC.

Date: May 4, 2016

By: /s/ WILLIAM C. BERTRAND, JR.
William C. Bertrand, Jr.
EVP & General Counsel

EXHIBIT INDEX

Exhibit No.	Description
1.1	Controlled Equity Offering SM Sales Agreement, dated May 4, 2016, by and between Infinity Pharmaceuticals, Inc. and Cantor Fitzgerald & Co.
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, dated May 4, 2016
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above)
99.1	Press release, dated May 4, 2016