

Edgar Filing: Ultragenyx Pharmaceutical Inc. - Form 8-K

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 1.01. Entry into a Material Definitive Agreement.

As previously disclosed, on July 27, 2017, Ultragenyx Pharmaceutical Inc. (the “Company”) entered into a sales agreement (the “Sales Agreement”) with Cowen and Company, LLC (“Cowen”) pursuant to which the Company may, from time to time, sell shares of its common stock, par value \$0.001 per share (the “Shares”) having an aggregate offering price of up to \$150,000,000 (the “ATM Offering”) through Cowen, acting as agent and/or principal. As of March 30, 2018, Shares having an aggregate offering price of \$72,581,660 (the “Remaining Shares”) remain to be sold under the Sales Agreement.

On March 30, 2018, the Company and Cowen entered into an amendment (the “Amendment”) to the Sales Agreement pursuant to which the Company may, from time to time, sell the Remaining Shares.

The Amendment was entered into in connection with the prospectus supplement filed by the Company on March 30, 2018 that relates to the Company’s automatically effective Registration Statement on Form S-3 (File No. 333-223123) filed on February 21, 2018. Further information regarding the Sales Agreement may be found in the Company’s Quarterly Report on Form 10-Q, filed on July 28, 2017.

A copy of the Amendment is attached as Exhibit 1.1 to this Current Report. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to Exhibit 1.1.

A copy of the opinion of Gibson, Dunn & Crutcher LLP relating to the validity of the securities to be issued in the ATM Offering is filed as Exhibit 5.1 to this Current Report.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

- 1.1 Amendment No. 1 to Sales Agreement, dated as of March 30, 2018, between Ultragenyx Pharmaceutical Inc. and Cowen and Company, LLC
 - 5.1 Opinion of Gibson, Dunn & Crutcher LLP
 - 23.1 Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1)
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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.

Date: March 30, 2018 Ultragenyx Pharmaceutical Inc.

By: /s/ Shalini Sharp
Shalini Sharp
Executive Vice President, Chief Financial Officer

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