

Ampio Pharmaceuticals, Inc.
Form 8-K
March 18, 2013

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): March 15, 2013

AMPIO PHARMACEUTICALS, INC.

(Exact name of registrant as specified in Charter)

Delaware
**(State or other jurisdiction of
incorporation or organization)**

001-35182
**(Commission
File No.)**

26-0179592
**(IRS Employee
Identification No.)**

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5445 DTC Parkway, Suite 925

Greenwood Village, Colorado 80111

(Address of principal executive offices, including zip code)

(720) 437-6500

(Registrant's telephone number, including area code)

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))

Item 7.01 Regulation FD Disclosure.

On March 15, 2013, Ampio Pharmaceuticals, Inc. (Ampio or the Company) completed an initial closing of a private placement for its recently formed subsidiary, Luoxis Diagnostics, Inc. (Luoxis). Ampio s Oxidation Reduction Potential (ORP) diagnostic device and its patent portfolio was carved out to become the lead asset of Luoxis, an in-vitro diagnostics company focused on the development and commercialization of diagnostics utilizing the Company s ORP technology platform to indicate disease severity and progression across a wide range of critical and chronic illness. Development of the ORP point-of-care reader and disposable testing strips have been completed, and multiple clinical trials with stored blood samples from patients with various diseases are underway. ORP is an important measure in detection of both critical and chronic illnesses, and is a novel marker of patient morbidity across a wide range of diseases and conditions. There are numerous clinical indications for this homeostatic parameter for which there is no currently available test.

The information contained in this Item 7.01 shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any filings made by Ampio under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as may be expressly set forth by specific reference in such filing.

This Current Report on Form 8-K contains forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements typically are identified by use of terms such as may, project, should, plan, expect, anticipate believe, estimate and similar words, although some forward-looking statements are expressed differently. Forward-looking statements represent our management s judgment regarding future events. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, the Company can give no assurance that such expectations will prove to be correct. All statements other than statements of historical fact included in this Current Report on Form 8-K are forward-looking statements. Except as required by applicable law, the Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The Company cannot guarantee the accuracy of the forward-looking statements, and you should be aware that the Company s actual results could differ materially from those contained in forward-looking statements due to a number of factors, including the statements under Risk Factors found in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 6, 2013, and its Form 10-Qs on file with the SEC.

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.

AMPIO PHARMACEUTICALS, INC.

By: /s/ Mark D. McGregor
Mark D. McGregor
Chief Financial Officer

Dated: March 18, 2013