

Flexion Therapeutics Inc  
Form 8-K/A  
November 18, 2016

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

**FORM 8-K/A**  
**Amendment No. 1**

**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 16, 2016**

**Flexion Therapeutics, Inc.**

**(Exact name of registrant as specified in its charter)**

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

**001-36287**  
**(Commission**  
  
**File Number)**

**26-1388364**  
**(IRS Employer**  
  
**Identification No.)**

**10 Mall Road, Suite 301**

**Burlington, Massachusetts**  
**(Address of principal executive offices)**

**01803**  
**(Zip Code)**

**Registrant's telephone number, including area code: (781) 305-7777**

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 8.01 Other Events.**

On November 16, 2015, we filed a Current Report on Form 8-K, or the Original Report, announcing entry into an underwriting agreement relating to the issuance and sale by us of shares of our common stock. The Original Report included a copy of the opinion of Cooley LLP, or the Cooley Opinion, relating to the legality of the issuance and sale of the shares in the offering, which copy contained a clerical error. This Current Report on Form 8-K/A, or this Amendment, is being filed solely to replace Exhibit 5.1.

A corrected copy of the Cooley Opinion is attached to this Amendment as Exhibit 5.1.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

| <b>No.</b> | <b>Description</b>     |
|------------|------------------------|
| 5.1        | Opinion of Cooley LLP. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment to be signed on its behalf by the undersigned hereunto duly authorized.

**Flexion Therapeutics, Inc.**

Dated: November 18, 2016

By: /s/ Frederick Driscoll  
Frederick Driscoll  
Chief Financial Officer

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>No.</b> | <b>Description</b>     |
|------------------------|------------------------|
| 5.1                    | Opinion of Cooley LLP. |