

Accelerate Diagnostics, Inc
Form 8-K
December 15, 2015

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) December 9, 2015

Accelerate Diagnostics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

001-31822 **84-1072256**
(Commission File Number) (IRS Employer Identification No.)

3950 South Country Club, Suite 470, Tucson, Arizona 85714
(Address of principal executive offices) (Zip Code)

(520) 365-3100

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

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 8.01. Other Events.

On December 15, 2015, Accelerate Diagnostics, Inc. (the “Company”) completed an underwritten public offering (the “Offering”) of 6,426,471 shares of its common stock, par value \$0.001 per share (the “Shares”). The Shares were issued and sold pursuant to an underwriting agreement (the “Underwriting Agreement”), dated December 9, 2015, by and among the Company and J.P. Morgan Securities LLC and Piper Jaffray & Co., as representatives of the several underwriters named therein (collectively, the “Underwriters”), at a public offering price per share of \$17.00. The Shares include 838,235 shares issued and sold pursuant to the Underwriters’ exercise in full of their option to purchase additional shares of common stock pursuant to the Underwriting Agreement. The Company will receive net proceeds of approximately \$103.4 million from the Offering after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company.

The Offering was made pursuant to the Company’s effective registration statement on Form S-3 (Registration Statement No. 333-192321) previously filed with the Securities and Exchange Commission and a prospectus supplement. The foregoing is only a brief description of the terms of the Underwriting Agreement, does not purport to be a complete statement of the rights and obligations of the parties under the Underwriting Agreement and the transactions contemplated thereby, and is qualified in its entirety to the Underwriting Agreement that is attached hereto as Exhibit 1.1 and incorporated by reference herein. A copy of the opinion of Snell & Wilmer L.L.P. relating to the legality of the issuance and sale of the Shares is attached hereto as Exhibit 5.1.

On December 9, 2015, the Company issued a press release announcing the pricing of the Offering. A copy of the Company’s press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

On December 15, 2015, the Company issued a press release announcing the completion of the Offering. A copy of the Company’s press release is attached hereto as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits. The following material is filed as an exhibit to this Current Report on Form 8-K:

**Exhibit
Number Description**

1.1

Edgar Filing: Accelerate Diagnostics, Inc - Form 8-K

Underwriting Agreement, dated December 9, 2015, by and between Accelerate Diagnostics, Inc. and J.P. Morgan Securities LLC and Piper Jaffray & Co., as representatives of the several underwriters named therein

- 5.1 Opinion of Snell & Wilmer L.L.P.
- 23.1 Consent of Snell & Wilmer L.L.P. (included in Exhibit 5.1)
- 99.1 Press Release, dated December 9, 2015
- 99.2 Press Release, dated December 15, 2015

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.

ACCELERATE DIAGNOSTICS, INC.
(Registrant)

Date: December 15, 2015

/s/ Steve Reichling
Steve Reichling
Chief Financial Officer

EXHIBIT INDEX

Exhibit

Number Description

- | | |
|------|--|
| 1.1 | Underwriting Agreement, dated December 9, 2015, by and between Accelerate Diagnostics, Inc. and J.P. Morgan Securities LLC and Piper Jaffray & Co., as representatives of the several underwriters named therein |
| 5.1 | Opinion of Snell & Wilmer L.L.P. |
| 23.1 | Consent of Snell & Wilmer L.L.P. (included in Exhibit 5.1) |
| 99.1 | Press Release, dated December 9, 2015 |
| 99.2 | Press Release, dated December 15, 2015 |