

INOVIO PHARMACEUTICALS, INC.

Form 8-K

February 27, 2014

**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)**

**February 27, 2014**

**INOVIO PHARMACEUTICALS, INC.**

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

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

**001-14888**  
**(Commission)**

**33-0969592**  
**(I.R.S. Employer)**

of incorporation)

File Number)

Identification No.)

1787 Sentry Parkway West

Building 18, Suite 400

Blue Bell, Pennsylvania

(Address of principal executive offices)

19422

(Zip Code)

Registrant's telephone number, including area code: (267) 440-4200

N/A

(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:

- .. 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 February 27, 2014, Inovio Pharmaceuticals, Inc. (the Company ) entered into a purchase agreement (the Purchase Agreement ) with Piper Jaffray & Co. and Stifel, Nicolaus & Company, Incorporated, as representatives of the several underwriters named therein, related to an underwritten offering of 18,966,000 shares of the Company s common stock, par value \$0.001 per share (the Common Stock ). The public offering price for the Common Stock is \$2.90 per share. The Company expects to receive gross proceeds of approximately \$55 million from the sale of the Common Stock, before deducting the underwriting discounts and commissions and other estimated offering expenses payable by it. The Company has also granted to the underwriters participating in the sale of the Common Stock a 30-day option to purchase up to an additional 2,844,900 shares of Common Stock to cover over-allotments, if any.

The Securities will be issued pursuant to a registration statement on Form S-3 that the Company filed with the Securities and Exchange Commission, which became effective on February 13, 2014 (File No. 333-193698). The Company expects that the closing of the sale of the Securities will take place on March 4 , 2014, subject to the satisfaction of customary closing conditions. A copy of the Purchase Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Duane Morris LLP relating to the validity of the Common Stock to be issued in the offering is attached as Exhibit 5.1 hereto.

Item 8.01. Other Events.

The Company issued a press release on February 27, 2014 announcing the pricing of the sale of the Securities. The full text of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Exhibit Description   |
|-------------|---|
| 1.1         | Purchase Agreement, dated as of February 27, 2014, between the Company and Piper Jaffray & Co. and Stifel, Nicolaus & Company, Incorporated, as representatives of the several underwriters named therein |
| 5.1         | Opinion of Duane Morris LLP   |
| 23.1        | Consent of Duane Morris LLP (included in Exhibit 5.1)   |
| 99.1        | Press Release dated February 27, 2014   |

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.

INOVIO PHARMACEUTICALS, INC.

By: /s/ Peter Kies  
Peter Kies,  
Chief Financial Officer

Date: February 27, 2014