

ZIOPHARM ONCOLOGY INC  
Form 8-K  
February 12, 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): February 10, 2015**

**ZIOPHARM Oncology, Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-33038**  
**(Commission**  
**File Number)**

**84-1475672**  
**(IRS Employer**  
**Identification No.)**

**One First Avenue, Parris Building 34, Navy Yard Plaza**

**Boston, Massachusetts**  
**(Address of Principal Executive Offices)**

**(617) 259-1970**

**02129**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K 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 7.01 Regulation FD Disclosure**

On February 12, 2015, ZIOPHARM Oncology, Inc. (the Company ) issued a press release announcing that the underwriters for the Company s recently announced public offering of common stock exercised in full their option to purchase additional shares, a copy of which is furnished as Exhibit 99.1 hereto.

This information, including the information contained in the press release furnished as Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any of the Company s filings, whether made before or after the date hereof, regardless of any general incorporation language in any such filing.

**Item 8.01 Other Events**

On February 10, 2015, the underwriters of the Company s recently announced underwritten public offering of common stock exercised in full their option to purchase an additional 1,500,000 shares of common stock at a public offering price of \$8.75 per share. The closing of the sale of the additional shares is expected to occur on or about February 17, 2015, subject to customary closing conditions. Gross proceeds to the Company from the sale of the additional shares are expected to be approximately \$13.1 million before deducting underwriting discounts and commissions and estimated offering expenses payable by the Company, bringing the total gross proceeds from the offering to \$100.6 million.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits.*

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release, dated February 12, 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.

ZIOPHARM Oncology, Inc.

By: /s/ Caesar Belbel

Name: Caesar Belbel

Title: Executive Vice President, Chief Legal Officer  
and Secretary

Date: February 12, 2015

**INDEX OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated February 12, 2015