

Sorrento Therapeutics, Inc.
Form 8-K
July 07, 2016

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): July 7, 2016

SORRENTO THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-36150
(Commission

File Number)
9380 Judicial Drive

33-0344842
(IRS Employer

Identification No.)

Edgar Filing: Sorrento Therapeutics, Inc. - Form 8-K

San Diego, CA 92121

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (858) 210-3700

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 8.01. Other Events.

As reported on the Current Report on Form 8-K filed by Sorrento Therapeutics, Inc. (the Company) with the Securities and Exchange Commission on July 1, 2016, the Company entered into a letter agreement with the Chan Soon-Shiong Family Foundation (Foundation) and Cambridge Equities, LP (Cambridge) on June 30, 2016 (the Letter Agreement). Pursuant to the terms of the Letter Agreement, among other things, (a) the Company agreed to sell to Foundation, and Foundation agreed to purchase from the Company, an aggregate of 5,618,326 shares of common stock of NantKwest, Inc. held by the Company, (b) Foundation agreed to sell to the Company, and the Company agreed to purchase from Foundation, an aggregate of 7,878,098 shares of common stock of the Company (Common Stock) held by Foundation, (c) Cambridge agreed to forfeit its right to purchase 500,000 shares of Common Stock issuable pursuant a warrant to purchase 1,724,138 shares of Common Stock held by Cambridge, and (d) the Company agreed to pay to Foundation an aggregate of approximately \$15.64 million.

The transactions contemplated under the Letter Agreement closed on July 7, 2016.

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.

SORRENTO THERAPEUTICS, INC.

Date: July 7, 2016

By: /s/ Henry Ji, Ph.D.

Name: Henry Ji, Ph.D.

Title: President and Chief Executive Officer