

IDERA PHARMACEUTICALS, INC.

Form 10-K/A

March 16, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended December 31, 2016

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from to

Commission File Number: 001-31918

IDERA PHARMACEUTICALS, INC.

(Exact name of Registrant as specified in its charter)

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| | |
|-----------------------------------|---------------------|
| Delaware | 04-3072298 |
| (State or other jurisdiction | (I.R.S. Employer |
| of incorporation or organization) | Identification No.) |

| | |
|--|------------|
| 167 Sidney Street | 02139 |
| Cambridge, Massachusetts | (Zip Code) |
| (Address of principal executive offices) | |

(617) 679-5500

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act

| | |
|--------------------------------|---|
| Title of Class: | Name of Each Exchange on Which Registered |
| Common Stock, \$.001 par value | Nasdaq Capital Market |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Securities Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to the filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|---|-----------------------|---------------------------|
| Large accelerated filer | Accelerated filer | Non-accelerated filer | Smaller reporting company |
| | (Do not check if a smaller reporting company) | | |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant was \$145,406,315 based on the last sale price of the registrant's common stock as reported on the Nasdaq Capital Market on June 30, 2016. As of February 15, 2017, the registrant had 149,093,717 shares of common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement with respect to the Annual Meeting of Stockholders to be held on June 7, 2017 are incorporated by reference into Items 10, 11, 12, 13 and 14 of Part III of this Form 10-K.

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Explanatory Note

Idera Pharmaceuticals, Inc. (“the Company”) is filing this Amendment No. 1 to its Annual Report on Form 10-K for the year ended December 31, 2016 (the “Annual Report”), which was originally filed with the Securities and Exchange Commission on March 15, 2017, solely to include the correct version of Exhibit 10.57, as the Annual Report inadvertently included the incorrect document as Exhibit 10.57. There are no other changes to the Annual Report.

This Amendment No. 1 speaks as of the date of the original filing of the Annual Report, and the Company has not updated the disclosures contained therein to reflect any events that occurred at a later date.

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PART IV.

Item 15. Exhibits and Financial Statement Schedules.

(a)(3) The list of Exhibits filed as a part of this report is set forth on the Exhibit Index immediately preceding such Exhibits and is incorporated herein by this reference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on this 16th day of March 2017.

Idera Pharmaceuticals, Inc.

By: /S/ VINCENT J. MILANO
Vincent J. Milano
President and
Chief Executive Officer

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Exhibit Index

| Exhibit Number | Description | Filed Herewith | Incorporated by Reference to | | SEC File No. |
|----------------|---|----------------|------------------------------|------------------|--------------|
| | | | Form | Filing Date | |
| 3.1 | Restated Certificate of Incorporation of Idera Pharmaceuticals, Inc., as amended. | | 10-Q | August 6, 2015 | 001-31918 |
| 3.2 | Amended and Restated Bylaws of Idera Pharmaceuticals, Inc. | | S-1 | November 6, 1995 | 33-99024 |
| 4.1 | Specimen Certificate for shares of Common Stock, \$.001 par value, of Idera Pharmaceuticals, Inc. | | S-1 | December 8, 1995 | 33-99024 |
| 10.1†† | 2008 Stock Incentive Plan, as amended | | 8-K | June 17, 2011 | 001-31918 |
| 10.2†† | 2005 Stock Incentive Plan, as amended | | 10-Q | August 14, 2006 | 001-31918 |
| 10.3†† | Amended and Restated 1997 Stock Incentive Plan. | | 10-Q | May 15, 2001 | 000-27352 |
| 10.4†† | 1995 Director Stock Option Plan. | | 8-K | June 10, 2008 | 001-31918 |
| 10.5†† | 1995 Employee Stock Purchase Plan, as amended. | | 8-K | June 17, 2011 | 001-31918 |
| 10.6†† | Non-Employee Director Nonstatutory Stock Option Agreement Granted under 1997 Stock Incentive Plan. | | 10-K | March 25, 2005 | 001-31918 |
| 10.7†† | Form of Incentive Stock Option Agreement Granted Under the 2005 Stock Incentive Plan. | | 8-K | June 21, 2005 | 001-31918 |
| 10.8†† | Form of Nonstatutory Stock Option Agreement Granted Under the 2005 Stock Incentive Plan. | | 8-K | June 21, 2005 | 001-31918 |
| 10.9†† | Form of Incentive Stock Option Agreement Granted Under the 2008 Stock Incentive Plan. | | 8-K | June 10, 2008 | 001-31918 |
| 10.10†† | Form of Nonstatutory Stock Option Agreement Granted Under the 2008 Stock Incentive Plan. | | 8-K | June 10, 2008 | 001-31918 |
| 10.11†† | Form of Nonstatutory Stock Option Agreement (Non-Employee Directors) Granted Under the 2008 Stock Incentive Plan. | | 8-K | June 10, 2008 | 001-31918 |

| | | | | |
|---------|--|-----|---------------|-----------|
| 10.12†† | Form of Restricted Stock Agreement Under the 2008 Stock Incentive Plan. | 8-K | June 10, 2008 | 001-31918 |
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| Exhibit Number | Description | Incorporated by Reference to | | | SEC File No. |
|-------------------|--|------------------------------|------|-------------------|-----------------|
| | | Filed Herewith | Form | Filing Date | |
| 10.13†† | Policy on Treatment of Stock Options in the Event of Retirement, approved April 28, 2014. | | 10-Q | August 12, 2014 | 001-31918 |
| 10.14†† | Employment Agreement dated October 19, 2005 between Idera Pharmaceuticals, Inc. and Dr. Sudhir Agrawal | | 10-Q | November 9, 2005 | 001-31918 |
| 10.15†† | Amendment dated December 17, 2008 to Employment Agreement by and between Idera Pharmaceuticals, Inc. and Dr. Sudhir Agrawal dated October 19, 2005. | | 8-K | December 18, 2008 | 001-31918 |
| 10.16†† | Amended and Restated Employment Letter Agreement by and between Idera Pharmaceuticals, Inc. and Louis J. Arcudi, III, Dated December 2, 2011. | | 10-K | March 13, 2012 | 001-31918 |
| 10.17†† | Director Compensation Program | | 10-Q | May 12, 2014 | 001-31918 |
| 10.18 | First Amendment dated February 21, 2014 to Lease Agreement dated October 31, 2006 between Idera Pharmaceuticals, Inc. and ARE-MA-Region No. 23, LLC. | | 10-Q | May 12, 2014 | 001-31918 |
| 10.19† | Development and Commercialization Agreement, dated May 1, 2014, by and between Abbott Molecular Inc. and Idera Pharmaceuticals, Inc. | | 10-Q | August 12, 2014 | 001-31918 |
| 10.20†† | Employment Letter Agreement, dated December 1, 2014, by and between Idera Pharmaceuticals, Inc. and Vincent Milano. | | 10-K | March 12, 2015 | 001-31918 |
| 10.21 | Unit Purchase Agreement by and among Idera Pharmaceuticals, Inc. and certain persons and entities listed therein, dated April 1, 1998. | | 10-K | April 1, 2002 | 000-27352 |
| 10.22 | Registration Rights Agreement dated as of May 20, 2005 by and among Idera Pharmaceuticals, Inc., Purchasers and Pillar Investment Limited. | | 10-Q | August 9, 2005 | 001-31918 |
| 10.23 | Registration Rights Agreement, dated March 24, 2006, by and among Idera | | 8-K | March 29, 2006 | 001-31918 |

Pharmaceuticals, Inc. and the Investors named therein.

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|-------|---|-----|----------------|-----------|
| 10.24 | Registration Rights Agreement, dated March 24, 2006, by and among Idera Pharmaceuticals, Inc., Biotech Shares Ltd. and Youssef El Zein. | 8-K | March 29, 2006 | 001-31918 |
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| Exhibit Number | Description | Filed Herewith | Incorporated by Reference to | | |
|-------------------|--|-------------------|------------------------------|--------------------|-----------------|
| | | | Form | Filing Date | SEC File No. |
| 10.25 | Amendment No. 1 to the Registration Rights Agreement dated March 24, 2006, by and among Idera Pharmaceuticals, Inc. and Biotech Shares Ltd. | | 10-Q | August 14, 2006 | 001-31918 |
| 10.26 | Form of Warrant issued to Investors in Idera Pharmaceuticals, Inc.'s August 5, 2010 Financing. | | 10-Q | November 4, 2010 | 001-31918 |
| 10.27†† | Second Amendment dated December 1, 2014 to Employment Agreement by and between Idera Pharmaceuticals, Inc. and Dr. Sudhir Agrawal dated October 19, 2005. | | 10-K | March 12, 2015 | 001-31918 |
| 10.28†† | Employment Letter, dated December 12, 2014, by and between Idera Pharmaceuticals, Inc. and J. Peter Wolf, III. | | 10-K | March 12, 2015 | 001-31918 |
| 10.29 | Form of Pre-Funded Warrant issued to purchasers in Idera Pharmaceuticals, Inc.'s registered public offering on Idera Pharmaceuticals, Inc.'s registration statement on Form S-3 (File No. 333-191073). | | 8-K | September 26, 2013 | 001-31918 |
| 10.30 | Form of Pre-Funded Warrant issued to purchasers in Idera Pharmaceuticals, Inc.'s registered public offering on Idera Pharmaceuticals, Inc.'s registration statement on Form S-3 (File No. 333-191073). | | 8-K | February 5, 2014 | 001-31918 |
| 10.31 | Convertible Preferred Stock and Warrant Purchase Agreement, dated November 4, 2011, between Idera Pharmaceuticals, Inc. and the Purchaser named therein. | | 8-K | November 10, 2011 | 001-31918 |
| 10.32 | Amendment No. 1, dated November 9, 2012, to Convertible Preferred Stock and Warrant Purchase Agreement, dated November 4, 2011, between Idera Pharmaceuticals, Inc. and the Purchaser named therein. | | 8-K | November 14, 2012 | 001-31918 |
| 10.33 | Registration Rights Agreement, November 4, 2011, between Idera Pharmaceuticals, Inc. and the Purchaser named therein. | | 8-K | November 10, 2011 | 001-31918 |