

TETRAPHASE PHARMACEUTICALS INC  
Form 8-K  
March 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): March 11, 2015**

**Tetraphase Pharmaceuticals, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

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

**001-35837**  
**(Commission**  
  
**File Number)**

**20-5276217**  
**(IRS Employer**  
  
**Identification No.)**

**480 Arsenal Street, Suite 110, Watertown,**

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

**02472**  
**(Zip Code)**

**Registrant's telephone number, including area code: (617) 715-3600**

**(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 1.01 Entry Into a Material Definitive Agreement**

On March 11, 2015, Tetrphase Pharmaceuticals, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with BMO Capital Markets Corp., Stifel, Nicolaus & Company, Incorporated and Guggenheim Securities, LLC, as representatives of the several underwriters (collectively, the Underwriters ), relating to an underwritten public offering of 4,300,000 shares (the Shares ) of the Company s common stock, par value \$0.001 per share (the Common Stock ). All of the Shares are being sold by the Company. The offering price to the public is \$35.00 per share, and the Underwriters have agreed to purchase the Shares from the Company pursuant to the Underwriting Agreement at a price of \$32.90 per share. Under the terms of the Underwriting Agreement, the Company granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 645,000 shares of Common Stock at the same price per share as the Shares.

The Shares will be issued pursuant to a prospectus supplement dated March 11, 2015 and an accompanying base prospectus dated March 9, 2015 that form a part of the registration statement on Form S-3 that the Company filed with the Securities and Exchange Commission ( SEC ) on March 9, 2015, which became effective upon filing (File No. 333-202613). The closing of the offering is expected to take place on or about March 17, 2015, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the material terms of the Underwriting 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 Wilmer Cutler Pickering Hale and Dorr LLP relating to the Shares is attached as Exhibit 5.1 hereto.

### **Item 8.01 Other Events**

The full text of the press release announcing the pricing of the underwritten public offering on March 11, 2015 is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The Exhibits to this Current Report on Form 8-K are listed in the Exhibit Index attached hereto.

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.

TETRAPHASE PHARMACEUTICALS, INC.

Date: March 12, 2015

By: /s/ David C. Lubner

David C. Lubner  
Senior Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated March 11, 2015, by and among the Company and BMO Capital Markets Corp., Stifel, Nicolaus & Company, Incorporated and Guggenheim Securities, LLC, as representatives of the several Underwriters
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (contained in Exhibit 5.1 above)
99.1	Press Release issued by Tetrphase Pharmaceuticals, Inc., dated March 11, 2015