

IMMUNOCELLULAR THERAPEUTICS, LTD.

FORM 8-K (Current report filing)

Filed 11/18/16 for the Period Ending 11/14/16

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Telephone	818-264-2300
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**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): November 14, 2016

IMMUNOCELLULAR THERAPEUTICS, LTD.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35560
(Commission
File Number)

93-1301885
(I.R.S. Employer
Identification No.)

**23622 Calabasas Road, Suite 300
Calabasas, California 91302**
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (818) 264-2300

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 18, 2016, ImmunoCellular Therapeutics, Ltd. (the “Company”) amended its Amended and Restated Certificate of Incorporation to effect a one-for-forty reverse stock split of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), and a reduction in the number of authorized shares of the Common Stock from 249,000,000 to 25,000,000 shares. As described in Item 5.07 below, the stockholders of the Company approved the amendment at a Special Meeting of Stockholders held on November 14, 2016 (the “Special Meeting”). The Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company (the “Certificate of Amendment”) became effective at 5:00 p.m. Eastern Time on November 18, 2016 (the “Effective Time”).

The Certificate of Amendment provides that at the Effective Time, every forty (40) shares of the Common Stock were automatically converted into one (1) share of Common Stock. The Certificate of Amendment also reduced the authorized number of shares of the Company’s Common Stock from 249,000,000 to 25,000,000.

In addition, the reverse stock split effected a reduction in the number of shares of Common Stock issuable upon the exercise of stock options or warrants outstanding immediately prior to the Effective Time, with corresponding increases in the exercise prices of such options and warrants. Concurrently, the Company effected a one-for-forty reverse split of its listed warrants that are trading on the NYSE MKT under the symbol IMUC.WS, such that every forty (40) listed warrants were combined into a listed warrant to purchase one (1) share of common stock at an exercise price of \$7.68 per share.

No fractional shares will be issued in connection with the reverse stock split. A stockholder who otherwise would have been entitled to receive a fractional share of stock as a result of the reverse stock split will instead receive cash in lieu of fractional shares. The reverse stock split will affect all stockholders proportionately and will not affect any stockholder’s percentage ownership of the Company’s shares (except to the extent that the reverse stock split would result in some of the stockholders receiving cash in lieu of fractional shares).

When the market opens on November 21, 2016, the Common Stock and listed warrants will begin trading on the NYSE MKT on a split-adjusted basis. There will be no change in the Company’s NYSE MKT ticker symbols (IMUC, IMUC.WS) as a result of the reverse stock split. The new CUSIP number that will be applicable to the Common Stock after the reverse stock split is 452536204. The new CUSIP number that will be applicable to the Company’s listed warrants after the reverse stock split is 452536121.

The foregoing description is qualified in its entirety by the Certificate of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

A copy of the press release announcing the one-for-forty reverse stock split is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The following is a brief description of each matter voted upon at the Special Meeting, as well as the number of votes cast for or against each matter and the number of abstentions and broker non-votes with respect to each matter. A more complete description of each matter is set forth in the Company’s definitive proxy statement for the Special Meeting, which was filed with the Securities and Exchange Commission on October 4, 2016.

Proposal One – The Company’s stockholders approved an amendment to the Company’s Certificate of Incorporation to effect (i) a reverse stock split of the Company’s Common Stock, whereby each outstanding forty (40) shares of Common Stock is combined, converted and changed into one (1) share of Common Stock and (ii) a reduction in the number of authorized shares of the Common Stock from 249,000,000 to 25,000,000 shares. The tabulation of votes on this matter was as follows:

Votes For 69,153,246	Votes Against 27,270,981	Abstain 1,075,424	Broker Non-Votes 0
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Proposal Two – The Company’s stockholders approved the adjournment of the Special Meeting, if necessary or appropriate, to establish a quorum or to permit further solicitation of proxies if there are not sufficient votes at the time of the Special Meeting cast in favor of Proposal One. The tabulation of votes on this matter was as follows:

Votes For 72,259,789	Votes Against 22,356,979	Abstain 2,882,883	Broker Non-Votes 0
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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of ImmunoCellular Therapeutics, Ltd. filed on November 18, 2016.
99.1	Press Release, dated November 16, 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.

Date: November 18, 2016

IMMUNOCELLULAR THERAPEUTICS, LTD.

By: /s/ David Fractor

David Fractor

Principal Accounting Officer

EXHIBIT INDEX

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99.1	Press Release, dated November 16, 2016

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
IMMUNOCELLULAR THERAPEUTICS, LTD.**

(Under Section 242 of the General Corporation Law of the State of Delaware)

ImmunoCellular Therapeutics, Ltd., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST. The name of the corporation is ImmunoCellular Therapeutics, Ltd.

SECOND. The date on which the Certificate of Incorporation of the corporation was originally filed with the Secretary of State of the State of Delaware is March 20, 1987.

THIRD. The board of directors of the corporation, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions to amend Section 1 of Article FOURTH so that, as amended, it shall be and read in full as follows:

“ FOURTH

Section 1. Authorized Capital Stock. The Company is authorized to issue two classes of capital stock, designated Common Stock and Preferred Stock. The total number of shares of capital stock that the Company is authorized to issue is 26,000,000 shares, consisting of 25,000,000 shares of Common Stock, par value \$0.0001 per share, and 1,000,000 shares of Preferred Stock, par value \$0.0001 per share.

Effective as of 5:00 p.m., Eastern Time, on the date this Certificate of Amendment of Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware, each forty (40) shares of Common Stock, par value \$0.0001 per share, issued and outstanding shall, automatically and without any action on the part of the respective holders thereof, be combined into one (1) share of Common Stock, par value \$0.0001 per share; provided, however, that the Company shall issue no fractional shares as a result of the actions set forth herein but instead shall pay to the holder of such fractional share a sum in cash equal to such fraction multiplied by the closing sale price of the Common Stock as reported on the NYSE MKT on the last business day before this Certificate of Amendment of Amended and Restated Certificate of Incorporation is filed with the Secretary of State of the State of Delaware.”

FOURTH. This Certificate of Amendment was duly adopted by the stockholders of the corporation in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the corporation has caused this Certificate to be signed by Andrew Gengos, its President and CEO, this 18th day of November, 2016.

ImmunoCellular Therapeutics, Ltd.

By: /s/ Andrew Gengos

Name: Andrew Gengos

Title: President and CEO



Contact:

ImmunoCellular Therapeutics, Ltd.
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ImmunoCellular Therapeutics Announces One-for-Forty Reverse Stock Split

Los Angeles, CA – November 16, 2016 – ImmunoCellular Therapeutics, Ltd. (“ImmunoCellular” or the “Company”) (NYSE MKT: IMUC) announced that at the Special Meeting of Stockholders held on November 14, 2016, ImmunoCellular’s stockholders voted to approve a reverse stock split of the Company’s issued and outstanding common stock. Upon effectiveness of the reverse stock split, every forty (40) shares of ImmunoCellular common stock will be converted into one (1) share of common stock. Concurrently, the authorized number of shares of the Company’s common stock will be reduced from 249 million to 25 million.

In addition, the reverse stock split will effect a reduction in the number of shares of common stock issuable upon the exercise of stock options or warrants outstanding immediately prior to the effectiveness of the reverse stock split, with corresponding increases in the exercise prices of such stock options and warrants. Concurrently, ImmunoCellular will effect a one-for-forty reverse split of its listed warrants that are trading on the NYSE MKT under the symbol IMUC.WS, such that every forty (40) listed warrants will be combined into a listed warrant to purchase one (1) share of common stock at an exercise price of \$7.68 per share.

The reverse stock split is intended to enable ImmunoCellular to regain compliance with the minimum bid price required for continued listing on the NYSE MKT as well as to provide a sufficient level of authorized shares of common stock available for issuance and increase the acceptability of the Company’s common stock to investors.

Andrew Gengos, ImmunoCellular’s Chief Executive Officer, commented: “The management and Board express our gratitude to our stockholders for voting in favor of the reverse stock split, which we undertook with the goal of strengthening our ability to continue to advance our immune-oncology pipeline and technology toward next value inflection points, including the execution of our phase 3 registration trial for ICT-107.”

No fractional shares will be issued in connection with the reverse stock split. A stockholder who otherwise would have been entitled to receive a fractional share of stock as a result of the reverse stock split will instead receive cash in lieu of fractional shares. No fractional listed warrants will be issued in connection with the listed warrant reverse split. All fractional listed warrants will be rounded to the nearest whole listed warrant.

The reverse stock split will affect all stockholders proportionately and will not affect any stockholder's percentage ownership of ImmunoCellular shares (except to the extent that the reverse stock split would result in some of the stockholders receiving cash in lieu of fractional shares).

The Company expects the reverse stock split to become effective at 5:00 p.m. Eastern time on November 18, 2016. When the market opens on November 21, 2016, ImmunoCellular's common stock and listed warrants will begin trading on the NYSE MKT on a split-adjusted basis. There will be no change in the Company's NYSE MKT ticker symbols (IMUC, IMUC.WS) as a result of the reverse stock split. The new CUSIP number that will be applicable to the Company's common stock after the reverse stock split is 452536204. The new CUSIP number that will be applicable to the Company's listed warrants after the reverse stock split is 452536121.

Computershare Trust Company, N.A. is acting as exchange agent and transfer agent for the reverse stock split. Computershare will provide instructions to stockholders regarding the process for exchanging their pre-split stock certificates for post-split stock certificates. Additional information regarding the reverse stock split can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on October 4, 2016.

About ImmunoCellular Therapeutics, Ltd.

ImmunoCellular Therapeutics, Ltd. is a Los Angeles-based clinical-stage company that is developing immune-based therapies for the treatment of brain and other cancers. The phase 3 registrational trial of lead product candidate, ICT-107, a patient-specific, dendritic cell-based immunotherapy targeting multiple tumor-associated antigens on glioblastoma stem cells, has been initiated. ImmunoCellular's pipeline also includes: ICT-121, a patient-specific, dendritic cell-based immunotherapy targeting the CD133 antigen on stem cells in recurrent glioblastoma; ICT-140, a patient-specific, dendritic cell-based immunotherapy targeting antigens on ovarian cancer stem cells; and the Stem-to-T-cell research program which engineers the patient's hematopoietic stem cells to generate antigen-specific cancer-killing T cells. To learn more about ImmunoCellular, please visit www.imuc.com.

Forward-Looking Statements for ImmunoCellular Therapeutics

This press release contains certain forward-looking statements, including statements regarding ImmunoCellular's intentions and current expectations concerning, among other things, ImmunoCellular's ability to meet and maintain the minimum bid price required for continued listing on the NYSE MKT follow the reverse stock split and any effect of the reverse stock split on future market and stockholder interest in ImmunoCellular and its common stock; timing for enrollment and randomization of patients, the activation of clinical sites, the receipt and announcement of clinical data; the development and commercialization of ICT-107; the development of our preclinical Stem-to-T-cell program and ImmunoCellular's ability to achieve its other clinical, operational and financial goals. Forward-looking statements are not guarantees of future performance and are subject to a number of risks and uncertainties, including ImmunoCellular's ability to comply with the continued listing requirements of and maintain its listing on the NYSE MKT, the availability of resources to continue to develop ImmunoCellular's product candidates, the uncertain timing of completion and success of clinical trials, and the risk that ICT-107 can be further successfully developed or commercialized. Additional risks and uncertainties are described under the heading "Risk Factors" in ImmunoCellular's most recently filed quarterly report on Form 10-Q and annual report on Form 10-K. Except as required by law, ImmunoCellular undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.