

ULTRAGENYX PHARMACEUTICAL INC.

FORM 8-K (Current report filing)

Filed 11/07/17 for the Period Ending 11/07/17

Address	60 LEVERONI COURT NOVATO, CA, 94949
Telephone	415-483-8800
CIK	0001515673
Symbol	RARE
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

**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 7, 2017

ULTRAGENYX PHARMACEUTICAL INC.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36276
(Commission
File Number)

27-2546083
(IRS Employer
Identification No.)

60 Leveroni Court,
Novato, California
(Address of principal executive offices)

94949
(Zip Code)

Registrant's telephone number, including area code: (415) 483-8800

Not Applicable
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.01 Completion of Acquisition or Disposition of Assets

As previously disclosed, on October 2, 2017, Ultragenyx Pharmaceutical Inc. (the “Company” or “Ultragenyx”) entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Dimension Therapeutics, Inc. (“Dimension”) and Mystic River Merger Sub Inc., a wholly-owned subsidiary of the Company (“Purchaser”).

Pursuant to the Merger Agreement, and upon the terms and subject to the conditions described in the Offer to Purchase dated October 10, 2017 (together with any amendments or supplements thereto, the “Offer to Purchase”) and in the accompanying Letter of Transmittal (together with any amendments thereto, the “Letter of Transmittal,” and with the Offer to Purchase, the “Offer”), the Purchaser commenced a tender offer to purchase all of the issued and outstanding shares of common stock, par value \$0.0001 per share (the “Shares”) of Dimension at a price of \$6.00 per Share, net to the holder in cash, without interest (the “Offer Price”). The Offer expired one minute after 11:59 P.M. Eastern Time on November 6, 2017. American Stock Transfer & Trust Company, LLC, the depository for the Offer (the “Depository”), advised the Company, Purchaser, and Dimension that, as of the expiration of the Offer, a total of 21,947,871 Shares were tendered into the Offer, representing approximately 86.5% of the Shares to which the Offer was extended. Because the Shares validly tendered and not validly withdrawn constituted a majority of the outstanding shares entitled to vote, the minimum tender condition for the Offer was satisfied. All other conditions to the Offer were also satisfied as of the expiration of the Offer. As such, on November 7, 2017, the funds to pay for the Shares tendered in the Offer were deposited with the American Stock Transfer & Trust Company, LLC, the paying agent for the Offer (the “Paying Agent”), which will act as agent for tendering Dimension stockholders for the purposes of receiving payments for tendered Shares and transmitting payments to tendering Dimension stockholders, in accordance with the terms of the Offer.

Following completion of the Offer and satisfaction of all other conditions set forth in the Merger Agreement, and upon the filing of a certificate of merger with the Secretary of State of the State of Delaware on November 7, 2017 in accordance with the General Corporation Law of the State of Delaware (the “Effective Time”), the Company completed the acquisition of Dimension (the “Merger”). Following the Effective Time, the separate corporate existence of Purchaser ceased to exist, and Dimension became the surviving corporation, a wholly-owned subsidiary of the Company.

Upon the closing of the Merger, the Company paid the aggregate consideration of approximately \$152.3 million, not including related transaction fees and expenses. The Company provided the Purchaser with the funds necessary to complete the Offer and Merger in accordance with the Merger Agreement. The Company funded these payments with available cash on hand.

The foregoing description of the Merger Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement filed as Exhibit 2.1 to the Current Report on Form 8-K filed by the Company with the Securities and Exchange Commission on October 3, 2017, which is incorporated herein by reference.

On November 7, 2017, the Company issued a press release announcing the completion of the Merger. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

- (1) The unaudited consolidated financial statements of Dimension as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016, together with the notes thereto, are included on pages 1 through 15 of Dimension’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, filed with the Securities and Exchange Commission (the “SEC”) on November 6, 2017, and filed as Exhibit 99.2 to this report and incorporated herein by reference.
- (2) The audited consolidated financial statements of Dimension as of December 31, 2016 and for the year ended December 31, 2016, together with the notes thereto and the report of independent registered public accounting firm thereon, are included on pages F-1 through F-28 of Dimension’s Annual Report on Form 10-K for the year ended December 31, 2016, filed with the SEC on March 9, 2017, and filed as Exhibit 99.3 to this report and incorporated herein by reference.

(b) Pro Forma Financial Information.

- (1) The pro forma financial information required by Item 9.01(b) of Form 8-K will be filed by amendment within 71 calendar days after the date this report on Form 8-K must be filed.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
23.1	Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm
99.1	Press Release of Ultragenyx Pharmaceutical Inc., dated November 7, 2017
99.2	Unaudited consolidated financial statements of Dimension as of September 30, 2017 and for the nine months ended September 30, 2017 and 2016, together with the notes thereto (incorporated herein by reference from pages 1 through 15 of Dimension's Quarterly Report on Form 10-Q for the period ended September 30, 2017 (SEC File No. 001-37601), filed with the SEC on November 6, 2017).
99.3	Audited consolidated financial statements of Dimension as of December 31, 2016 and for the year ended December 31, 2016, together with the notes thereto and the report of the independent registered public accounting firm thereon (incorporated herein by reference from pages F-1 through F-28 of Dimension's Annual Report on Form 10-K for the year ended December 31, 2016 (SEC File No. 001-37601), filed with the SEC on March 9, 2017).

* * *

SIGNATURE

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 7, 2017

Ultragenyx Pharmaceutical Inc.

By: /s/ Shalini Sharp

Name: Shalini Sharp

Title: Executive Vice President, Chief Financial Officer

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-3 (No. 333-201838) and the Registration Statements on Form S-8 (No. 333-194773, 333-201843, 333-209729, 333-216110, and 333-221381) of Ultragenyx Pharmaceutical Inc. of our report dated March 9, 2017 relating to the financial statements of Dimension Therapeutics Inc., which is incorporated by reference in this Current Report on Form 8-K of Ultragenyx Pharmaceutical Inc.

/s/ PricewaterhouseCoopers LLP
Boston, Massachusetts
November 7, 2017



Contact Ultragenyx Pharmaceutical Inc.
Investors & Media
Danielle Keatley
415-475-6876

Ultragenyx Completes Tender Offer and Acquisition of Dimension Therapeutics

NOVATO, Calif., November 7, 2017 – Ultragenyx Pharmaceutical Inc. (NASDAQ: RARE) (“Ultragenyx” or the “Company”), a biopharmaceutical company focused on the development of novel products for rare and ultra-rare diseases, today announced the successful completion of its acquisition of Dimension Therapeutics, Inc. (NASDAQ: DMTX) (“Dimension”). Ultragenyx has completed its previously announced tender offer to purchase all outstanding shares of common stock of Dimension for \$6.00 per share in cash, without interest, or approximately \$152.3 million in cash.

“We welcome the talented Dimension employees to the Ultragenyx organization,” said Emil D. Kakkis, M.D., Ph.D., Chief Executive Officer and President of Ultragenyx. “As a combined organization we believe we can optimally treat more rare genetic diseases and accelerate the process of bringing important new therapies to patients.”

As of the expiration of the tender offer at 12:00 midnight, Eastern time, on November 7, 2017 (one minute after 11:59 p.m., Eastern time, on November 6, 2017), approximately 21,947,871 shares were validly tendered and not withdrawn in the tender offer, representing approximately 86.5 percent of Dimension’s outstanding shares, according to the depository for the tender offer. The condition to the tender offer that a majority of Dimension’s outstanding shares on a fully-diluted basis be validly tendered and not withdrawn has been satisfied. As a result, Ultragenyx has accepted for payment and will promptly pay for all validly tendered shares.

As a result of the completion of the merger, all remaining eligible Dimension shares were canceled and converted into the right to receive \$6.00 per share in cash, without interest and less any applicable withholding taxes, the same price that was paid in the tender offer (eligible shares exclude those for which holders properly demanded appraisal under Delaware law and those held by Ultragenyx, Mystic River Merger Sub Inc. or Dimension other than shares held in trust accounts, managed accounts and the like, or otherwise held in a fiduciary or agency capacity).

Dimension has become a wholly-owned subsidiary of Ultragenyx and the common stock of Dimension will no longer be listed for trading on the NASDAQ Global Select Market, which is expected to take effect before the markets opens today.

About Ultragenyx Pharmaceutical Inc.

Ultragenyx is a biopharmaceutical company committed to bringing to market novel products for the treatment of rare and ultra-rare diseases, with a focus on serious, debilitating genetic diseases. The Company has rapidly built and advanced a diverse portfolio of product candidates with the potential to address diseases for which the unmet medical need is high, the biology for treatment is clear, and for which there are no approved therapies.

The Company is led by a management team experienced in the development and commercialization of rare disease therapeutics. Ultragenyx's strategy is predicated upon time and cost-efficient drug development, with the goal of delivering safe and effective therapies to patients with the utmost urgency.

For more information on Ultragenyx, please visit the Company's website at www.ultragenyx.com.

Forward Looking Statements

Except for the historical information contained herein, the matters set forth in this communication, including statements relating to Ultragenyx's intentions, plans, hopes, beliefs, anticipations, expectations or predictions of the future, or statements relating to the potential benefits of the transaction, are forward-looking statements. Such forward-looking statements involve substantial risks and uncertainties that could cause clinical development programs, future results, performance or achievements to differ significantly from those expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the uncertainties inherent in the clinical drug development process, such as the regulatory approval process, the timing of regulatory filings and other matters that could affect sufficiency of existing cash, cash equivalents and short-term investments to fund operations and the availability or commercial potential of our drug candidates. It is important to note that actual results could differ materially from those projected in such forward-looking statements. Ultragenyx undertakes no obligation to update or revise any forward-looking statements. For a further description of the risks and uncertainties that could cause actual results to differ from those expressed in these forward-looking statements, as well as risks relating to the business of Ultragenyx in general, see Ultragenyx's Quarterly Report on Form 10-Q filed with the SEC on November 3, 2017, and its subsequent periodic reports filed with the SEC.