

# EMISPHERE TECHNOLOGIES INC

## **FORM 8-K** (Current report filing)

Filed 10/13/16 for the Period Ending 10/12/16

Address	240 CEDAR KNOLLS RD. SUITE 200 CEDAR KNOLLS, NJ 07927
Telephone	973-532-8000
CIK	0000805326
Symbol	EMIS
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): October 12, 2016**

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**EMISPHERE TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation)

**000-17758**  
(Commission  
File Number)

**13-3306985**  
(I.R.S. Employer  
Identification No.)

**4 Becker Farm Road,  
Suite 103, Roseland, New Jersey**  
(Address of principal executive offices)

**07068**  
(Zip Code)

**Registrant's telephone number, including area code: 973-532-8000**

**Not Applicable**

(Former name or former address, if changed since last report.)

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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 8.01. **Other Events.**

On August 20, 2014, Emisphere Technologies, Inc. (the “Company”) entered into a series of agreements with MHR Capital Partners Master Account LP, MHR Capital Partners (100) LP, MHR Institutional Partners II LP, and MHR Institutional Partners IIA LP (collectively, “MHR”), including (a) the Second Amended and Restated Convertible Reimbursement Promissory Notes (the “Reimbursement Notes”), (b) a Senior Secured Loan Agreement (the “Loan Agreement”), and (c) a Royalty Agreement (the “Royalty Agreement”).

The terms of the Reimbursement Notes and Loan Agreement require the Company to prepay amounts outstanding thereunder using 50% of certain proceeds (the “Proceeds”) paid to the Company, including \$14 million received by the Company on October 26, 2015 in connection with certain licensing agreements with Novo Nordisk AS. Further, the terms of the Royalty Agreement require the Company to pay to MHR annual royalties on net sales of the Company’s oral Eligen<sup>®</sup> B12 product (“Royalties”).

On October 12, 2016, MHR agreed to further extend the payment of the Proceeds and Royalties to October 31, 2016. Copies of the Reimbursement Notes, Loan Agreement and Royalty Agreement were filed by the Company in its Quarterly Report on Form 10-Q for the quarter ending September 30, 2014, and a summary of their material terms was filed in the Company’s Current Report on Form 8-K filed with the SEC on August 21, 2014.

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**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.

*October 13, 2016*

Emisphere Technologies, Inc.

By: */s/ Alan L. Rubino*

*Name: Alan L. Rubino*

*Title: President & Chief Executive Officer*