

# UNITED THERAPEUTICS CORP

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

Filed 04/28/17 for the Period Ending 04/27/17

Address	1040 SPRING ST SILVER SPRING, MD 20910
Telephone	3016089292
CIK	0001082554
Symbol	UTHR
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, D.C. 20549

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**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): **April 27, 2017**

**United Therapeutics Corporation**

(Exact Name of Registrant as Specified in its Charter)

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

**000-26301**  
(Commission  
File Number)

**52-1984749**  
(I.R.S. Employer  
Identification Number)

**1040 Spring Street**  
**Silver Spring, MD**  
(Address of Principal Executive Offices)

**20910**  
(Zip Code)

Registrant's telephone number, including area code: **(301) 608-9292**

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.

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**Item 7.01. Regulation FD Disclosure.**

On April 27, 2017, the Board of Directors of United Therapeutics Corporation authorized a share repurchase program of up to \$250 million of its common stock. Shares repurchased under this program will be held in treasury. A press release announcing the repurchase program was issued on April 27, 2017, and is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The information contained in Item 7.01 to this Current Report on Form 8-K, and Exhibits 99.1 attached hereto, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Exhibits**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated April 27, 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.

UNITED THERAPEUTICS CORPORATION

Dated: April 27, 2017

By: /s/ Paul A. Mahon  
Name: Paul A. Mahon  
Title: General Counsel

Contact: James Edgemond  
Phone: (301) 608-9292  
E-mail: jedgemond@unither.com

**UNITED THERAPEUTICS ANNOUNCES  
\$250 MILLION SHARE REPURCHASE PROGRAM**

Silver Spring, MD and Research Triangle Park, NC, April 27, 2017: United Therapeutics Corporation (NASDAQ: UTHR) today announced that its Board of Directors authorized the repurchase of up to \$250 million of the company's common stock. This program will become effective immediately, and will remain open through December 31, 2017. Purchases may be made in the open market, accelerated share repurchases or in privately negotiated transactions from time to time as determined by United Therapeutics' management and in accordance with the requirements of the U.S. Securities and Exchange Commission and the Board's authorization, which includes a maximum purchase price per share acquired under the program.

"We are pleased to continue our track record of returning value to our shareholders via stock repurchases," remarked Martine Rothblatt, Ph.D., United Therapeutics' Chairman and Chief Executive Officer. "When this new \$250.0 million repurchase program is completed, we will have returned over \$2.0 billion to our shareholders over a six-year period, repurchasing more than 35% of our outstanding shares during that time."

**About United Therapeutics**

United Therapeutics Corporation is a biotechnology company focused on the development and commercialization of innovative products to address the unmet medical needs of patients with chronic and life-threatening conditions. [uthr-g]

**Forward-looking Statements**

Statements included in this press release that are not historical in nature are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include, among others, statements regarding future repurchases of shares of our common stock. These forward-looking statements are subject to certain risks and uncertainties, such as those described in our periodic and other reports filed with the Securities and Exchange Commission that could cause actual results to differ materially from anticipated results. These risks and uncertainties include, among others, our ability to successfully execute repurchases on favorable terms, and such forward-looking statements are qualified by the cautionary statements, cautionary language and risk factors set forth in our periodic reports and documents filed with the Securities and Exchange Commission, including our most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. We claim the protection of the safe harbor contained in the Private Securities Litigation Reform Act of 1995 for forward-looking statements. We are providing this information as of April 27, 2017, and assume no obligation to update or revise the information contained in this press release whether as a result of new information, future events or any other reason.

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