

Bellerophon Therapeutics, Inc.  
Form 8-K  
January 12, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 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 16, 2015**

**Bellerophon Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Charter)

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

**001-36845**  
(Commission  
File Number)

**47-3116175**  
(IRS Employer  
Identification No.)

**184 Liberty Corner Road, Suite 302**  
**Warren, New Jersey**  
(Address of Principal Executive Offices)

**07059**  
(Zip Code)

Registrant's telephone number, including area code: **(908) 574-4770**

(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On November 16, 2015, Bellerophon Pulse Technologies LLC ( Pulse Technologies ), a subsidiary of Bellerophon Therapeutics, Inc. (together with Pulse Technologies, the Company ), entered into a Second Amendment (the Supply Amendment ) to Drug Clinical Supply Agreement, dated as of February 9, 2014, between Pulse Technologies and INO Therapeutics LLC ( INO Therapeutics ), a subsidiary of Ikaria, Inc. (together with INO Therapeutics, Ikaria ), (the Supply Agreement ) and a Third Amendment (the Cross-License Amendment and together with the Supply Amendment, the Amendment ) to Exclusive Cross-License, Technology Transfer, and Regulatory Matters Agreement (the Cross-License ), dated as of February 9, 2014, between Pulse Technologies and INO Therapeutics. The parties entered into the Supply Agreement and the Cross-License in connection with the Company's spin-out from Ikaria, its former parent company.

Pursuant to the terms of the Supply Amendment, the Company has paid to Ikaria an upfront payment in an amount equal to \$6.6 million for Cartridges and Drug Fills (each term as defined in the Supply Amendment) primarily to support the first of two Phase 3 clinical trials for INOpulse for pulmonary arterial hypertension. The Supply Amendment also provides that the Company will pay to Ikaria an additional payment of \$1.75 million upon the Successful Completion Of Trial (as defined in the Supply Amendment).

Subject to the terms set forth therein, the Cross-License Amendment provides that the Company will pay INO Therapeutics a royalty equal to three percent (3%) of PAH Net Sales (as defined in the Cross-License Amendment).

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment attached hereto as Exhibit 10.1.

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

(d) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
10.1	Second Amendment to Drug Clinical Supply Agreement and Third Amendment to Exclusive Cross-License, Technology Transfer, and Regulatory Matters Agreement, dated November 16, 2015, between Bellerophon Pulse Technologies LLC and INO Therapeutics LLC

**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.

**BELLEROPHON THERAPEUTICS, INC.**

Date: January 12, 2016

By:

/s/ Jonathan M. Peacock

Name: Jonathan M. Peacock

Title: Chairman and Chief Executive Officer

**EXHIBIT INDEX**

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