

ChemoCentryx, Inc.  
Form 8-K  
April 17, 2013

**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): April 16, 2013

**CHEMOCENTRYX, INC.**

(Exact name of registrant as specified in its charter)

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

**001-35420**  
(Commission  
File Number)

**94-3254365**  
(IRS Employer  
Identification No.)

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**850 Maude Avenue, Mountain View, CA**  
(Address of Principal Executive Offices)

**94043**  
(Zip Code)

**Registrant's telephone number, including area code: (650) 210-2900**

(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 (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))

**Item 8.01. Other Events.**

On April 16, 2013, ChemoCentryx, Inc., a Delaware corporation (the *Company* or *ChemoCentryx*) entered into an underwriting agreement (the *Underwriting Agreement*) with J.P. Morgan Securities LLC and Goldman, Sachs & Co., as representatives of the several underwriters (collectively, the *Underwriters*), relating to the issuance and sale of 5,000,000 shares of the Company's common stock, par value \$0.001 per share (*Common Stock*). The price to the public in this offering is \$12.00 per share of Common Stock. In connection with the offering, ChemoCentryx has granted the Underwriters a 30-day option to purchase up to an additional 750,000 shares to cover over-allotments, if any. The net proceeds to the Company from this offering are expected to be approximately \$55.9 million, after deducting underwriting discounts and commissions and estimated offering expenses payable by the Company and not including any over-allotments. The offering is expected to close on or about April 22, 2012, subject to customary closing conditions.

The offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (Registration Statement No. 333-187387) previously filed with and declared effective by the Securities and Exchange Commission (the *SEC*) and a prospectus supplement and accompanying prospectus filed with the SEC.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The foregoing description of the Underwriting Agreement is not complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this report and is incorporated by reference herein. A copy of the opinion of Latham & Watkins LLP relating to the legality of the issuance and sale of the Common Stock in the offering is attached as Exhibit 5.1 to this report.

The Company issued press releases on April 15, 2013 and April 16, 2013 announcing the commencement of the offering and the pricing of the offering, respectively, which press releases are attached as Exhibits 99.1 and 99.2, respectively, to this report.

ChemoCentryx cautions you that statements included in this report that are not a description of historical facts are forward-looking statements. Words such as believes, anticipates, plans, expects, indicates, will, intends, potential, suggests, assuming, designed and similar are intended to identify forward-looking statements. These statements are based on the Company's current beliefs and expectations. These forward-looking statements include statements regarding ChemoCentryx's expectations regarding the completion of the public offering and the expected net proceeds therefrom. The inclusion of forward-looking statements should not be regarded as a representation by ChemoCentryx that any of its plans will be achieved. Actual results may differ from those set forth in this release due to the risks and uncertainties associated with market conditions and the satisfaction of customary closing conditions related to the public offering as well as risks and uncertainties inherent in ChemoCentryx's business; and other risks described in the Company's filings with the SEC. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and ChemoCentryx undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof. Further information regarding these and other risks is included under the heading *Risk Factors* in ChemoCentryx's Annual Report on Form 10-K, which was filed with the SEC on March 14, 2013 and is available from the SEC's website ([www.sec.gov](http://www.sec.gov)). All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated April 16, 2013, by and between ChemoCentryx, Inc. and J.P. Morgan Securities LLC and Goldman, Sachs & Co., as representatives of the several underwriters |
| 5.1         | Opinion of Latham & Watkins LLP   |
| 23.1        | Consent of Latham & Watkins LLP (included in Exhibit 5.1)   |
| 99.1        | Press Release dated April 15, 2013  |
| 99.2        | Press Release dated April 16, 2013  |

**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.

CHEMOCENTRYX, INC.

Date: April 17, 2013

By: /s/ Susan M. Kanaya  
Name: Susan M. Kanaya  
Title: Senior Vice President, Finance, Chief Financial

Officer and Secretary

**EXHIBIT INDEX**

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