

Aldeyra Therapeutics, Inc.  
Form 8-K  
February 14, 2017

**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): February 14, 2017**

**ALDEYRA THERAPEUTICS, INC.**

**(Exact name of Registrant as specified in its charter)**

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

**001-36332**  
**(Commission**  
  
**File No.)**  
**131 Hartwell Avenue, Suite 320**

**20-1968197**  
**(IRS Employer**  
  
**Identification No.)**

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**Lexington, MA 02421**

**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (781) 761-4904**

**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))

**ITEM 1.01. OTHER EVENTS.**

On February 14, 2017, Aldeyra Therapeutics, Inc. ( Aldeyra ) entered into an underwriting agreement (the Underwriting Agreement ) with Stifel, Nicolaus & Company, Incorporated, as representative of the several underwriters set forth therein (collectively, the Underwriters ), relating to an underwritten public offering (the Offering ) of 2,222,222 shares (the Shares ) of Aldeyra s common stock, par value \$0.001 per share (the Common Stock ) at an offering price to the public of \$4.50 per share. Under the terms of the Underwriting Agreement, Aldeyra granted the Underwriters a 30-day option to purchase up to an additional 333,333 shares of Common Stock on the same terms and conditions.

The Shares will be issued pursuant to Aldeyra s currently effective shelf registration statement on Form S-3 and an accompanying prospectus (Registration Statement No. 333-206539) filed with the Securities and Exchange Commission (the Commission ), which was declared effective by the Commission on September 1, 2015 (the Registration Statement ), and a preliminary and final prospectus supplement filed with the Commission in connection with the Offering. The closing of the offering is expected to take place on or about February 17, 2017, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP relating to the validity of the issuance and sale of the Shares in the Offering is attached as Exhibit 5.1 hereto.

**ITEM 8.01. OTHER EVENTS.**

On February 14, 2017, Aldeyra issued a press release announcing that Aldeyra priced a public offering of its Common Stock. A copy of the press release is attached hereto as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement between Aldeyra Therapeutics, Inc. and Stifel, Nicolaus & Company, Incorporated, as representative of the several underwriters, dated February 14, 2017
5.1	Opinion of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP
23.1	Consent of Gunderson Dettmer Stough Villeneuve Franklin & Hachigian, LLP (contained in Exhibit 5.1)
99.1	Press Release of Aldeyra Therapeutics, Inc., dated February 14, 2017

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 14, 2017

ALDEYRA THERAPEUTICS, INC.

By: /s/ Todd C. Brady, M.D., Ph.D.

Name: Todd C. Brady, M.D., Ph.D.

Title: President and Chief Executive Officer