

Flexion Therapeutics Inc  
Form 8-K  
November 16, 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, 2016**

**Flexion Therapeutics, Inc.**

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

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

**001-36287**  
**(Commission**  
  
**File Number)**

**26-1388364**  
**(IRS Employer**  
  
**Identification No.)**

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**10 Mall Road, Suite 301**

**Burlington, Massachusetts**  
**(Address of principal executive offices)**

**01803**  
**(Zip Code)**

**Registrant's telephone number, including area code: (781) 305-7777**

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 8.01 Other Events.**

On November 16, 2016, we entered into an underwriting agreement with Wells Fargo Securities, LLC, RBC Capital Markets, LLC and BMO Capital Markets Corp., as representatives of the several underwriters named therein, relating to the issuance and sale by us of 3,600,000 shares of our common stock, at a price to the public of \$18.00 per share. We have granted the underwriters a 30-day option to purchase up to 540,000 additional shares of our common stock. The net proceeds to us from this offering, excluding any exercise by the underwriters of their option to purchase additional shares, are expected to be approximately \$60.8 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us. The offering is expected to close on or about November 21, 2016, subject to customary closing conditions.

The underwriting agreement contains customary representations, warranties, covenants and agreements by us, indemnification obligations of us and the underwriters, including for liabilities under the Securities Act of 1933, as amended, or the Securities Act, 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 the underwriting agreement, and may be subject to limitations agreed upon by the contracting parties.

The offering is being made pursuant to our shelf registration statement on Form S-3 (Registration Statement No. 333-203706), previously filed with the Securities and Exchange Commission, or SEC, and declared effective by the SEC on May 6, 2015 and a prospectus supplement thereunder. The underwriting agreement is attached as Exhibit 1.1 hereto, and the description of the terms of the underwriting agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

On November 15, 2016, we issued a press release announcing that we had commenced the offering. On November 16, 2016, we issued a press release announcing the pricing of the offering. Copies of these press releases are attached as Exhibits 99.1 and 99.2 hereto, respectively.

Neither the disclosures on this Form 8-K nor the press releases shall constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 16, 2016.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).
99.1	Press Release of Flexion Therapeutics, Inc., dated November 15, 2016.

99.2 Press Release of Flexion Therapeutics, Inc., dated November 16, 2016.

**Forward-Looking Statements**

Statements contained in this report regarding matters that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including statements with respect to the completion, timing and net proceeds of the offering. Because such statements are subject to risks and uncertainties, actual results or events may differ materially from those expressed or implied by such forward-looking statements. Words such as

believe, anticipate, plan, expect, intend, will, goal, potential and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements necessarily contain these identifying words. These forward-looking statements are based upon our current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, which include, without limitation, risks associated with market conditions and the satisfaction of closing conditions related to the public offering. These and other risks concerning our company are described in additional detail in our filings with the SEC, including under the "Risk Factors" captions in those filings. All forward-looking statements contained in this report speak only as of the date on which they were made. We undertake no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

**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.

**Flexion Therapeutics, Inc.**

Dated: November 16, 2016

By: /s/ Frederick Driscoll  
Frederick Driscoll  
Chief Financial Officer

**INDEX TO EXHIBITS**

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