

MARINUS PHARMACEUTICALS INC  
Form 8-K  
November 06, 2015

**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 6, 2015**

**MARINUS PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**001-36576**

(Commission File Number)

**20-0198082**

(I.R.S. Employer  
Identification No.)

**Three Radnor Corporate Center  
100 Matsonford Road, Suite 304  
Radnor, PA**

(Address of principal executive offices)

**19087**

(Zip Code)

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Registrant's telephone number, including area code: **(267) 440-4200**

N/A

(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))
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Item 1.01.            Entry into a Material Definitive Agreement.

On November 6, 2015, Marinus Pharmaceuticals, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Jefferies LLC and RBC Capital Markets, LLC, related to an underwritten offering of 5,000,000 shares of the Company s common stock, par value \$0.001 per share (the Common Stock ). The public offering price for the Common Stock is \$6.00 per share. The Company expects to receive net proceeds of approximately \$27.7 million from the sale of the Common Stock, after deducting the underwriting discounts and commissions and estimated offering expenses payable by it. In addition, under the terms of the Underwriting Agreement, the Company has granted the underwriters an option, exercisable for 30 days, to purchase up to an additional 750,000 shares of Common Stock.

The Securities will be issued pursuant to a registration statement on Form S-3 that the Company filed with the Securities and Exchange Commission, which became effective on August 25, 2015 (File No. 333- 206351). The Company expects that the closing of the sale of the Common Stock will take place on November 12, 2015, 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 legal opinion and consent of Duane Morris LLP relating to the validity of the Common Stock to be issued in the offering is attached as Exhibit 5.1 hereto.

Item 8.01.            Other Events.

The Company issued press releases on November 5, 2015 and on November 6, 2015 announcing the commencement and pricing of the sale of the Common Stock, respectively. The full text of the press releases are attached as Exhibits 99.1 and 99.2 hereto.

Item 9.01.      Financial Statements and Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
1.1	Underwriting Agreement, dated as of November 6, 2015, between the Company and Jefferies LLC and RBC Capital Markets, LLC, as the Representatives of the several underwriters
5.1	Opinion of Duane Morris LLP
23.1	Consent of Duane Morris LLP (included in Exhibit 5.1)
99.1	Press Release dated November 5, 2015
99.2	Press Release dated November 6, 2015

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.

MARINUS PHARMACEUTICALS, INC.

By: /s/ Edward Smith  
Edward Smith,  
Vice President, Chief Financial Officer,  
Secretary and Treasurer

Date: November 6, 2015