

LIGAND PHARMACEUTICALS INC  
Form 10-Q/A  
December 23, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**  
**Amendment No. 1**

**Quarterly Report Pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2015**

**or**

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the Transition Period From \_\_\_\_\_ to \_\_\_\_\_ .**

**Commission File Number: 001-33093**

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

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

**77-0160744**  
**(I.R.S. Employer**

**incorporation or organization)**  
**11119 North Torrey Pines Road, Suite 200**

**Identification No.)**  
**92037**

**La Jolla, CA**  
**(Address of principal executive offices)**

**(Zip Code)**

**(858) 550-7500**

**(Registrant's Telephone Number, Including Area Code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one)

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer  (Do not check if a smaller reporting company)

Smaller Reporting Company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of November 7, 2015, the registrant had 19,925,754 shares of common stock outstanding.

### **Explanatory Note**

Ligand Pharmaceuticals Incorporated (the *Company*) is filing this Amendment No. 1 on Form 10-Q/A (this *Amendment*) to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2015 (the *Original Form 10-Q*). This Amendment is being filed solely to re-file Exhibit 10.1 (the *Exhibit*) to the Original Form 10-Q in response to comments the Company received from the Securities and Exchange Commission (the *SEC*) on a confidential treatment request the Company made for certain portions of the Exhibit. The Exhibit, as re-filed, includes certain portions that had previously been redacted pursuant to the Company's request for confidential treatment. Nothing in the Form 10-Q is being amended other than the re-filing of the Exhibit as described above.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

This Amendment should be read in conjunction with the Original Form 10-Q and the Company's other filings with the SEC. Except as stated herein, this Amendment does not reflect events occurring after the filing of the Original Form 10-Q with the SEC on November 9, 2015 and no attempt has been made in this Amendment to modify or update other disclosures as presented in the Original Form 10-Q.

#### **ITEM 6. EXHIBITS**

The Exhibit Index to this Quarterly Report on Form 10-Q is incorporated herein by reference.

**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, thereunto duly authorized.

Date: December 23, 2015

By: /s/ Matthew Korenberg  
Matthew Korenberg

Vice President, Finance and Chief Financial Officer  
Duly Authorized Officer and Principal Financial  
Officer

**EXHIBIT INDEX**

<b><u>Exhibit</u> Number</b>	<b>Description</b>
10.1	Fourth Amendment to Sublicense Agreement, dated September 17, 2015 by and among the Company, Pharmacoepia, LLC. and Retrophin, Inc.
31.1	Certification by Principal Executive Officer, Pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification by Principal Financial Officer, Pursuant to Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certifications by Principal Executive Officer and Principal Financial Officer, Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

Confidential treatment has been granted for portions of this exhibit. These portions have been omitted and filed separately with the Securities and Exchange Commission.