

AVANIR PHARMACEUTICALS, INC.

Form 8-K

September 25, 2014

**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): September 23, 2014**

**Avanir Pharmaceuticals, Inc.**

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

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

**of incorporation)**

**001-15803**  
**(Commission**

**File Number)**

**33-0314804**  
**(I.R.S. Employer**

**Identification No.)**

**30 Enterprise, Suite 400, Aliso Viejo, California**

**92656**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (949) 389-6700**

**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. Entry into a Material Definitive Agreement.**

On September 23, 2014, Avanir Pharmaceuticals, Inc. ( We, Avanir or the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters (the Underwriters ), pursuant to which we agreed to issue and sell an aggregate of 18,200,000 shares of our common stock (the Shares ) to the Underwriters (the Offering ). The Shares will be sold at a public offering price of \$11.00 per Share, and will be purchased by the Underwriters from us at a price of \$10.38125 per Share. Under the terms of the Underwriting Agreement, we granted the Underwriters an option for 30 days to purchase up to an additional 2,730,000 shares of our common stock. On September 25, 2014, the Underwriters exercised their option to purchase an additional 2,730,000 shares of our common stock.

We estimate that net proceeds we will receive from the Offering will be approximately \$216.9 million, after deducting the Underwriters' discounts and commissions and estimated offering expenses payable by us.

The Offering is being made under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to the Company's automatic shelf registration statement on Form S-3 (Registration No. 333-198878). The Offering was not registered under any state blue sky laws.

We expect the Offering to close on or about September 29, 2014, subject to the satisfaction of customary closing conditions. In the Underwriting Agreement, the Company agrees to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments that the Underwriters may be required to make because of such liabilities.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing descriptions of the Underwriting Agreement do not purport to be complete and are qualified in their entirety by reference to such exhibits.

A copy of the opinion of Gibson, Dunn & Crutcher LLP relating to the validity of the securities issued in the Offering is filed herewith as Exhibit 5.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated September 23, 2014, by and among Avanir Pharmaceuticals, Inc., J.P. Morgan Securities LLC, Deutsche Bank Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated
5.1	Opinion of Gibson, Dunn & Crutcher LLP
23.1	Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1)

**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.

Date: September 25, 2014

Avanir Pharmaceuticals, Inc.

By: /s/ Christine G. Ocampo  
Christine G. Ocampo  
Vice President, Finance

**Exhibit Index**

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