

BioAmber Inc.
Form 8-K
January 19, 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): January 15, 2016

BIOAMBER INC.
(Exact name of registrant as specified in charter)

Delaware
(State or Other Jurisdiction)

001-35905
(Commission)

98-0601045
(IRS Employer)

| of Incorporation) | File Number) | Identification No.) |
|--|---------------------|-----------------------------------|
| 1250 Rene Levesque West, Suite 4110 | | 3850 Lane North, Suite 180 |
| Montreal, Quebec, Canada H3B 4W8 | | Plymouth, Minnesota 55447 |

(Address of principal executive offices)
Registrant's telephone number, including area code (514) 844-8000

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 (*see* General Instruction A.2. below):

- .. 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 January 15, 2016, BioAmber Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with H.C. Wainwright & Co., LLC, as the representative of the several underwriters listed in the Underwriting Agreement (the Underwriters) to issue and sell 2,600,000 shares of common stock, par value \$0.01 per share (the Common Stock) of the Company in a public offering pursuant to a shelf registration statement on Form S-3 (File No. 333-196470) and a related prospectus, including the related prospectus supplement, filed with the Securities and Exchange Commission (the Offering). The Company estimates that the net proceeds from the Offering, after deducting underwriting discounts and estimated offering expenses, will be approximately \$11.8 million.

The Offering is expected to close on January 21, 2016, subject to the satisfaction of customary closing conditions.

The Underwriting Agreement contains customary representations, warranties, and agreements by the Company, and customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties, and termination provisions.

The Underwriting Agreement is attached hereto as an exhibit to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of the Underwriting 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, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the Underwriting Agreement.

A copy of the opinion of Goodwin Procter LLP relating to the legality of the issuance and sale of the Common Stock in the Offering is attached as Exhibit 5.1 hereto. A copy of the Underwriting Agreement is filed herewith as Exhibit 1.1 and is incorporated herein by reference. The foregoing description of the Offering and the documentation related thereto does not purport to be complete and is qualified in its entirety by reference to such Exhibits.

On January 14, 2016, the Company issued a press release announcing the Offering. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On January 15, 2016, the Company issued a press release announcing its entry into the Underwriting Agreement. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The completion of this follow-on public offering at a public offering price of \$5.00 per share is expected to trigger adjustments to the exercise price and/or shares exercisable of the outstanding warrants to purchase common stock, as described below. The exercise price of the warrants issued in the Company's initial public offering is expected to be reduced from \$9.00 per whole share of common stock to \$5.00 per whole share of common stock, pursuant to the terms of such warrants. Additionally, with respect to the warrants issued in June 2009, the exercise price of such warrants is expected to be reduced from \$5.74 per share to \$5.67 per share, and such warrants are expected to be exercisable for an aggregate of an additional 2,580 shares of common stock, pursuant to the terms of such warrants. With respect to the warrants issued in April 2011, the exercise price of such warrants is expected to be reduced from \$10.11 per share to \$9.65 per share, and such warrants are expected to be exercisable for an aggregate of an additional 4,713 shares of common stock, pursuant to the terms of such warrants.

Item 9.01 Financial Statements and Exhibits
(d) Exhibits

| Exhibit | |
|----------------|---|
| Number | Description |
| 1.1 | Underwriting Agreement dated as of January 15, 2016 by and between BioAmber Inc. and H.C. Wainwright & Co., LLC, as the representative of the several underwriters named therein. |
| 5.1 | Opinion of Goodwin Procter LLP |
| 23.1 | Consent of Goodwin Procter LLP (contained in Exhibit 5.1) |
| 99.1 | Press release of BioAmber Inc. issued January 14, 2016. |
| 99.2 | Press release of BioAmber Inc. issued January 15, 2016. |

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.

BIOAMBER INC.

Date: January 19, 2016

By: /s/ Jean-François Huc
Jean-François Huc, Chief Executive Officer

EXHIBIT INDEX

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