

OPEXA THERAPEUTICS, INC.

FORM 8-K (Current report filing)

Filed 11/01/06 for the Period Ending 10/27/06

Address	2635 TECHNOLOGY FOREST BLVD. THE WOODLANDS, TX 77381
Telephone	(281) 272-9331
CIK	0001069308
Symbol	OPXA
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

OPEXA THERAPEUTICS, INC.

FORM 8-K (Current report filing)

Filed 11/1/2006 For Period Ending 10/27/2006

Address	2635 N. CRESCENT RIDGE DRIVE THE WOODLANDS, Texas 77381
Telephone	(281) 272-9331
CIK	0001069308
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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): October 27, 2006

Opexa Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

(Formerly PharmaFrontiers Corp.)

Texas

(State or Other Jurisdiction of Incorporation)

000-25513

(Commission File Number)

76-0333165

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

2635 N. Crescent Ridge Drive
The Woodlands, Texas

(Address of Principal Executive Offices)

77381

(Zip Code)

Registrant's telephone number, including area code: (281) 272-9331

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 8.01. Other Events.

On October 27, 2006, the Company amended that certain Amended and Restated License Agreement, dated December 30, 2004, with the University of Chicago with respect to certain payment obligations of the company as follows: (i) an October 31, 2006 cash payment obligation of \$1,500,000 was extended to April 30, 2007; and (ii) the obligation to issue 21,623 shares of the Company's common stock issuable upon the close of the April 13, 2006 offering was extended until April 30, 2007. A copy of the Amendment is attached as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

The following exhibit is to be filed as part of this 8-K:

Exhibit No. -----	Description -----
10.1	Third Amendment to Amended and Restated License Agreement

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.

OPEXA THERAPEUTICS, INC.

By: /s/ David. B. McWilliams

David B. McWilliams, Chief
Executive Officer

DATE: October 31, 2006

EXHIBIT INDEX

Exhibit No. -----	Description -----
10.1	Third Amendment to Amended and Restated License Agreement

**THIRD AMENDMENT TO
AMENDED AND RESTATED LICENSE AGREEMENT**

This Third Amendment to Amended and Restated License Agreement ("Third Amendment") effective this 27th day of October, 2006 is between the University of Chicago, an Illinois not-for-profit corporation ("UNIVERSITY"), having its principal office at 5555 S. Woodlawn Avenue, Chicago, IL 60637 and Opexa Therapeutics, Inc., a Texas corporation ("OPEXA") (formerly named PharmaFrontiers Corp.) having its principal office at 2635 N. Crescent Ridge Drive, The Woodlands, Texas 77381. Each hereunder may be referred to separately as the ("Party"), or together as the ("Parties"). The Parties agree:

RECITALS

A. UNIVERSITY and PHARMAFRONTIERS have previously entered into an "Amended and Restated License Agreement" dated December 30, 2004 (the "License Agreement"); and

B. UNIVERSITY and PHARMAFRONTIERS have previously entered into a "First Amendment to Amended and Restated License Agreement" dated October 31, 2005 (the "First Amendment") and a "Second Amendment to Amended and Restated License Agreement" dated April 13, 2006 (the "Second Amendment"); and

C. NOW, THEREFORE, in consideration of the mutual promises and obligations hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

1.0 Amendment of Paragraph 4.C.i of the License Agreement. The first sentence of Paragraph 4.C.i shall be deleted in its entirety and the following shall be inserted in lieu thereof:

"PF shall pay to the University one and one half million (\$1,500,000) US dollars upon the later of the occurrence of the First Financing or April 30, 2007."

Further, in each instance in which the date "October 31, 2006" appears in Paragraph 4.C.i., as provided pursuant to the Second Amendment, such date shall be deleted and "April 30, 2007" shall be inserted in lieu thereof.

2.0 No Other Amendments. This Third Amendment supersedes all prior amendments and shall be construed as part of the License Agreement. Except as specifically amended herein, the License Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have caused this Third Amendment to be executed by their respective duly authorized officers or representatives and signed below.

University of Chicago Opexa Therapeutics, Inc.

By: /s/ Alan Thomas

Name: Alan Thomas
Title: Director of Technology Transfer
Date: October 27, 2006

By: /s/ David B. McWilliams

Name: David B. McWilliams
Title: Chief Executive Officer
Date: October 27, 2006