

OPEXA THERAPEUTICS, INC.

FORM 8-K (Current report filing)

Filed 02/19/08 for the Period Ending 02/19/08

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

**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): February 19, 2008

Opexa Therapeutics, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Texas

(State or Other Jurisdiction of Incorporation)

001-33004

(Commission File Number)

76-0333165

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

**2635 N. Crescent Ridge Drive
The Woodlands, Texas**

(Address of Principal Executive Office)

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:

- ☐ 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 8.01 Other Events.

On February 13, 2008 Opexa Therapeutics, Inc. (the "Company") entered into an Underwriting Agreement with MDB Capital Group LLC, for itself and as representative of the several underwriters, relating to the public offering of 3,500,000 shares of the Company's common stock and 3,500,000 Series E warrants, each warrant to purchase one share of common stock at an exercise price of \$2.00 per share. Pursuant to the Underwriting Agreement, the Company granted the underwriters a 30-day option to purchase up to an additional 525,000 shares of common stock and 525,000 warrants to cover over-allotments. The closing for the sale of shares of common stock and warrants took place on February 19, 2008. The underwriters exercised their over-allotment option as to the warrants only, and the Company sold an aggregate of 3,500,000 shares and 4,025,000 warrants.

On February 19, 2008, the Company issued a press release announcing the closing of the public offering. A copy of this press release is furnished as Exhibit 99.1 to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

99.1 Press Release dated February 19, 2008

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 hereto duly authorized.

OPEXA THERAPEUTICS, INC.

By: /s/ David B. McWilliams
David B. McWilliams
President and Chief Executive Officer

DATE: February 19, 2008

Opexa Therapeutics Announces Closing of Public Offering of Shares of Common Stock and Series E Warrants

THE WOODLANDS, Texas--(BUSINESS WIRE)--Opexa Therapeutics, Inc. (NASDAQ:OPXA), a company involved in the development and commercialization of cell therapies, today announced that it has completed its previously announced public offering of 3,500,000 shares of common stock at a price to the public of \$2.00 per share and 3,500,000 Series E warrants to purchase shares of common stock exercisable at \$2.00 per share at a price of \$0.15 per warrant. The Company has granted a 30-day option to the underwriters to purchase up to an additional 15% of the offering to cover over-allotments, and the underwriters have exercised the over-allotment option for 525,000 Series E warrants. The net proceeds to the company of the offering, which included the exercise in full of the over-allotment option for the warrants, were \$6.8 million after payment of underwriting discounts and commissions, but excluding estimated offering expenses.

MDB Capital Group LLC acted as sole managing underwriter for this offering. GunnAllen Financial, Inc. was a co-underwriter in the offering.

These shares were issued pursuant to an effective registration statement. This press release shall not constitute an offer to sell or a solicitation of an offer to buy nor will there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering of common stock was made only by means of a prospectus forming a part of the effective registration statement. Copies of the final prospectus may be obtained from: MDB Capital Group LLC, Attn: Prospectus Delivery Department, 401 Wilshire Boulevard, Suite 1020, Santa Monica, CA 90401 Telephone: (310) 526-5000. A prospectus relating to the offering has been filed with the SEC and is available on the SEC's website at <http://www.sec.gov/>.

About Opexa Therapeutics

Opexa Therapeutics develops and commercializes cell therapies to treat autoimmune diseases such as multiple sclerosis (MS), rheumatoid arthritis, and diabetes. The Company is focused on autologous cellular therapy applications of its proprietary T-cell and stem cell therapies. The Company's lead product, Tovaxin®, a T-cell therapy for MS is in Phase IIb trials. The Company holds the exclusive worldwide license for adult multipotent stem cells derived from mononuclear cells of peripheral blood. The technology allows large quantities of monocyte derived stem cells to be produced efficiently for use in autologous therapy, thus circumventing the threat of rejection. The Company is in preclinical development for diabetes mellitus.

Safe Harbor Statement

This press release contains "forward-looking statements," including statements about Opexa Therapeutics' growth and future operating results, discovery and development of products, strategic alliances and intellectual property, as well as other matters that are not historical facts or information. These forward-looking statements are based on management's current assumptions and expectations and involve risks, uncertainties and other important factors, specifically including those relating to Opexa Therapeutics' ability to obtain additional funding, develop its stem cell technologies, achieve its operational objectives, and obtain patent protection for its discoveries, that may cause Opexa Therapeutics' actual results to be materially different from any future results expressed or implied by such forward-looking statements. Opexa Therapeutics undertakes no obligation to update or revise any such forward-looking statements, whether as a result of new information, future events or otherwise.

CONTACT:

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