

INSMED Inc  
Form 8-K  
March 31, 2015

**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): **March 30, 2015**

**INSMED INCORPORATED**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction of  
incorporation)

**0-30739**  
(Commission File Number)

**54-1972729**  
(I.R.S. Employer Identification  
No.)

**10 Finderne Avenue, Building 10**  
**Bridgewater, New Jersey**  
(Address of principal executive offices)

**08807**  
(Zip Code)

Registrant's telephone number, including area code: **(908) 997-9900**

**Not Applicable**

## Edgar Filing: INSMED Inc - Form 8-K

(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))
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**Item 8.01 Other Events.**

On March 31, 2015, Insmmed Incorporated (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. and Leerink Partners LLC as representatives of the underwriters named in Schedule I thereto (the Underwriters), relating to the issuance and sale of 10,000,000 shares (the Shares) of the Company's common stock, par value \$0.01 per share (the Offering). The price to the public is \$20.65 per share and the Underwriters have agreed to purchase the Shares pursuant to the Underwriting Agreement at a price of \$19.411 per share. In addition, the Company has granted the Underwriters an option exercisable for 30 days from the date of the Underwriting Agreement to purchase up to an additional 1,500,000 shares of the Company's common stock.

The Offering is being made pursuant to a base prospectus dated May 30, 2014, which was filed with the Securities and Exchange Commission as part of a shelf registration statement that became automatically effective upon filing, and a related prospectus supplement dated March 30, 2015. The closing of the Offering is expected to take place on or about April 6, 2015, subject to the satisfaction of customary closing conditions.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K.

On March 30, 2015, the Company issued a press release announcing the commencement of the Offering. On March 31, 2015, the Company issued a press release announcing the pricing of the Offering. Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2, respectively, and are each incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 1.1            | Underwriting Agreement, dated March 31, 2015, by and between the Company and Citigroup Global Markets Inc. and Leerink Partners LLC as representatives of the underwriters named in Schedule I thereto. |
| 99.1           | Press Release dated March 30, 2015.   |
| 99.2           | Press Release dated March 31, 2015.   |

**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.

Dated: March 31, 2015

INSMED INCORPORATED

By: /s/ Christine Pellizzari  
Name: Christine Pellizzari  
Title: General Counsel and  
Corporate Secretary