

SENOMYX INC
Form 10-K/A
August 15, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 000-50791

Senomyx, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

33-0843840

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

**4767 Nexus Centre Drive
San Diego, California 92121**

(Address of principal executive offices) (Zip Code)

(858) 646-8300

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Name of Exchange on Which Registered</u>
Common Stock, par value \$0.001 per share	The NASDAQ Stock Market LLC

Securities registered pursuant to Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 30, 2017, the aggregate market value of the voting stock held by non-affiliates of the registrant, computed by reference to the last sale price of such stock as of such date on the NASDAQ Stock Market LLC, was approximately \$33,207,000. Excludes an aggregate of 7,505,594 shares of common stock held by officers and directors and by each person known by the registrant to own 5% or more of the outstanding common stock as of June 30, 2017. Exclusion of shares held by any of these persons should not be construed to indicate that such person possesses the power, direct or indirect, to direct or cause the direction of the management or policies of the registrant, or that such person is controlled by or under common control with the registrant.

As of February 27, 2018 there were 47,786,793 shares of the registrant’s common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the registrant’s definitive Proxy Statement for the 2018 Annual Meeting of Stockholders are incorporated by reference in Part III, Items 10-14 of this Form 10-K.

EXPLANATORY NOTE

Senomyx, Inc. (the “Company”) is filing this Amendment No. 1 to Annual Report on Form 10-K/A (this “Amendment”) to amend the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the Securities and Exchange Commission (the “SEC”) on March 8, 2018 (the “10-K”). This Amendment is being filed solely to re-file a revised redacted version of Exhibit 10.31 to the 10-K, reflecting changes to the Company’s confidential treatment request with respect to certain portions of such exhibit. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the Company’s principal executive officer and principal financial officer are filed as exhibits to this Amendment.

No attempt has been made in this Amendment to modify or update the other disclosures presented in the 10-K. This Amendment does not reflect events occurring after the filing of the 10-K or modify or update those disclosures that may be affected by subsequent events. Accordingly, this Amendment should be read in conjunction with the 10-K and the registrant’s other filings with the SEC.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) 1. Financial Statements

The Financial Statements required by this item were previously submitted in the 10-K.

2. Financial Statement Schedules

All schedules have been omitted because they are not applicable or required, or the information required to be set forth therein is included in the Financial Statements or notes thereto included in Item 8 of the 10-K.

3. Exhibits

Exhibit Number	Description of Document	Incorporated by reference herein
3.1	<u>Amended and Restated Certificate of Incorporation as currently in effect.</u>	Registration Statement File No. 333-113998
3.2	<u>Amended and Restated Bylaws as currently in effect.</u>	Current Report on Form 8-K filed with the Securities and Exchange Commission on December 20, 2007
4.1	<u>Form of Common Stock Certificate.</u>	Registration Statement File No. 333-113998
10.1+	<u>Form of Indemnity Agreement.</u>	Registration Statement File No. 333-113998
10.2+	<u>1999 Equity Incentive Plan and Form of Stock Option Agreement thereunder.</u>	Registration Statement File No. 333-113998
10.3+	<u>Amended and Restated 2004 Equity Incentive Plan and Form of Employee and Consultant Stock Option Agreement thereunder.</u>	Registration Statement File No. 333-113998
10.4+	<u>Form of Non-Employee Director Stock Option Agreement under the 2004 Equity Incentive Plan.</u>	Current Report on Form 8-K filed with the Securities and Exchange Commission on September 25, 2009
10.5+	<u>2013 Equity Incentive Plan.</u>	Registration Statement File No. 333-193306
10.6+	<u>Form of Employee Stock Option Agreement under the 2013 Equity Incentive Plan.</u>	Annual Report on Form 10-K for the year ended December 31, 2013
10.7+	<u>Form of Non-Employee Director Stock Option Agreement under the 2013 Equity Incentive Plan.</u>	Annual Report on Form 10-K for the year ended December 31, 2013

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10.8+	<u>2004 Employee Stock Purchase Plan and Form of Offering Document thereunder.</u>	Registration Statement File No. 333-113998
10.9+	<u>Amendment No. 1 to Senomyx, Inc. 2004 Employee Stock Purchase Plan.</u>	Quarterly Report on Form 10-Q for the quarter ended June 30, 2013
10.10+	<u>Senomyx, Inc. 2017 Executive Bonus Plan.</u>	Current Report on Form 8-K filed with the Securities and Exchange Commission on February 24, 2017
10.11+	<u>Non-Employee Director Compensation Policy effective January 1, 2015.</u>	Annual Report on Form 10-K for the year ended December 31, 2015
10.12+	<u>Letter agreement dated September 20, 2013 between Senomyx, Inc. and Kent Snyder.</u>	Quarterly Report on Form 10-Q for the quarter ended September 30, 2013
10.13+	<u>Letter agreement dated September 20, 2013 between Senomyx, Inc. and John Poyhonen.</u>	Quarterly Report on Form 10-Q for the quarter ended September 30, 2013
10.14+	<u>Second Amendment to Change in Control Agreement dated September 20, 2013 between Senomyx, Inc. and John Poyhonen.</u>	Quarterly Report on Form 10-Q for the quarter ended September 30, 2013
10.15+	<u>Employment letter agreement dated March 14, 2006 between Senomyx, Inc. and Sharon Wicker.</u>	Annual Report on Form 10-K for the year ended December 31, 2006
10.16+	<u>First Amendment to Employment Agreement dated March 14, 2006, as amended effective December 31, 2008, between Senomyx, Inc. and Sharon Wicker.</u>	Current Report on Form 8-K filed with the Securities and Exchange Commission on December 23, 2008

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10.17+	<u>Employment letter agreement dated February 20, 2002 between Senomyx, Inc. and Antony E. Rogers.</u>	Quarterly Report on Form 10-Q for the quarter ended September 30, 2009
10.18+	<u>Employment letter agreement dated May 9, 2014 between Senomyx, Inc. and Catherine C. Lee.</u>	Annual Report on Form 10-K for the year ended December 31, 2016
10.19+	<u>First Amendment to Employment Agreement dated May 9, 2014, as amended February 19, 2016, between Senomyx, Inc. and Catherine C. Lee.</u>	Annual Report on Form 10-K for the year ended December 31, 2016
10.20+	<u>Form of Amended and Restated Change in Control Agreement.</u>	Current Report on Form 8-K filed with the Securities and Exchange Commission on December 23, 2008
10.21*	<u>Lease Agreement dated January 12, 2006 between ARE-NEXUS CENTRE II, LLC and Senomyx, Inc.</u>	Annual Report on Form 10-K for the year ended December 31, 2005
10.22	<u>First Amendment dated February 19, 2015 to Lease Agreement dated January 12, 2006 between ARE-NEXUS CENTRE II, LLC and Senomyx, Inc.</u>	Annual Report on Form 10-K for the year ended December 31, 2015
10.23	<u>Subordination, Non-Disturbance and Attornment Agreement dated October 23, 2009 by and between Pacific Life Insurance Co., Senomyx, Inc. and ARE-Nexus Centre II, LLC.</u>	Annual Report on Form 10-K for the year ended December 31, 2009
10.24*	<u>License Agreement dated October 11, 2006 between Senomyx, Inc. and The Regents of the University of California.</u>	Annual Report on Form 10-K for the year ended December 31, 2006
10.25*	<u>First Amendment dated February 7, 2007 to the License Agreement dated October 11, 2006 between Senomyx, Inc. and The Regents of the University of California.</u>	Quarterly Report on Form 10-Q for the quarter ended March 31, 2007
10.26*	<u>Second Amendment dated November 20, 2009 to the License Agreement between Senomyx, Inc. and The Regents of the University of California dated October 11, 2006.</u>	Annual Report on Form 10-K for the year ended December 31, 2009
10.27*	<u>Collaborative Research, Development, Commercialization and License Agreement dated August 16, 2010 between Senomyx, Inc. and PepsiCo, Inc.</u>	Quarterly Report on Form 10-Q for the quarter ended September 30, 2010
10.28*	<u>Amended and Restated Collaborative Research, Development, Commercialization and License Agreement dated September 30, 2016 between Senomyx, Inc. and PepsiCo, Inc.</u>	Quarterly Report on Form 10-Q for the quarter ended September 30, 2016
10.29*	<u>Amended and Restated Collaborative Research, Development, Commercialization and License Agreement dated April 9, 2013 between Senomyx, Inc. and Firmenich SA.</u>	Quarterly Report on Form 10-Q for the quarter ended June 30, 2013
10.30	<u>Purchase Agreement, dated as of December 21, 2016, by and between Senomyx, Inc. and Lincoln Park Capital Fund, LLC.</u>	Current Report on Form 8-K filed with the Securities and Exchange Commission on December 22, 2016
10.31*	<u>Amended and Restated Collaborative Research, Development, Commercialization and License Agreement dated February 7, 2018 between Senomyx, Inc. and Firmenich SA.</u>	
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>	Annual Report on Form 10-K for the year ended December 31, 2017
24.1	<u>Power of Attorney. Reference is made to the signature page.</u>	Annual Report on Form 10-K for the year ended December 31, 2017
31.1		

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| | <u>Certification of John Poyhonen, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> | Annual Report on Form 10-K for the year ended December 31, 2017 |
| 31.2 | <u>Certification of Dave Humphrey, Vice President, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> | Annual Report on Form 10-K for the year ended December 31, 2017 |
| 31.3 | <u>Certification of John Poyhonen, Chief Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u> | |
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- 31.4 Certification of Dave Humphrey, Vice President, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of John Poyhonen, Chief Executive Officer, and Dave Humphrey, Vice President, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 101 The following financial statements from the Senomyx, Inc. Annual Report on Form 10-K for the year ended December 31, 2017, formatted in Extensive Business Reporting Language (XBRL): (i) balance sheets, (ii) statements of operations, (iii) statements of stockholders' equity, (iv) statements of cash flows, and (v) notes to financial statements (tagged as blocks of text).
- Annual Report on Form 10-K for the year ended December 31, 2017
- Annual Report on Form 10-K for the year ended December 31, 2017

+ Indicates management contract or compensatory plan.

* Confidential treatment has been granted or requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.

(b) Exhibits

See Item 15(a) above.

(c) Financial Statement Schedules

See Item 15(a) above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

Senomyx, Inc.

By:

/S/ JOHN POYHONEN

John Poyhonen

President, Chief Executive Officer and Director

Dated: August 15, 2018