
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 22, 2019**

Outlook Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37759
(Commission File Number)

38-3982704
(IRS Employer
Identification No.)

7 Clarke Drive
Cranbury, New Jersey
(Address of principal executive offices)

08512
(Zip Code)

Registrant's telephone number, including area code: **(609) 619-3990**

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 3.03 Material Modification to Rights of Security Holders

On January 22, 2019, Outlook Therapeutics, Inc. (f/k/a "Oncobiologics, Inc.," referred to herein as the "Company") extended the expiration date of its outstanding Series A warrants (Nasdaq: OTLKW; CUSIP number 69012T 115) (the "Series A Warrants") to February 18, 2022 and reduced the exercise price to \$1.50 per share (from \$6.60 per share), by entering into a third amendment to that certain Warrant Agreement dated as of May 18, 2016, by and between the Company and the American Stock Transfer & Trust Company, LLC, as warrant agent.

The Series A Warrants to purchase up to an aggregate of 3,333,333 shares of the Company's common stock, par value \$0.01 per share, at an exercise price of \$6.60 per share, were originally issued to the public as part of the units in the Company's May 2016 initial public offering (2,916,667), as well as in a concurrent private placement (416,666), and originally expired February 18, 2017. The Company subsequently extended the expiration date of the Series A Warrants to February 18, 2018, and then again to February 18, 2019. Under the third amendment, the exercise price was reduced to \$1.50 per share, and the expiration date has been extended to 5:00 p.m. New York City time on February 18, 2022.

The issuance of the Series A Warrants to the public and the issuance of the common stock upon exercise thereof has been registered on a Form S-1, as amended, previously filed with and declared effective by the Securities and Exchange Commission (the "SEC"). The resale of the Series A Warrants and the shares of common stock issuable upon exercise thereof issued in the private placement has also been registered on a Form S-1, as amended, previously filed with and declared effective by the SEC. A prospectus supplement relating to this expiration date extension and reduction of the exercise price for the Series A Warrants will be filed with the SEC, and mailed to the holders of record of the Series A Warrants.

The foregoing summary of the third amendment to the Warrant Agreement is qualified in its entirety by reference to the complete text of such amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events

On January 22, 2019, the Company issued a press release with respect to the foregoing, which is filed as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

10.1 [Amendment #3 to the Warrant Agreement dated May 18, 2016, by and between Outlook Therapeutics, Inc. and American Stock Transfer & Trust Company LLC, as Warrant Agent, dated January 22, 2019.](#)

99.1 [Press Release dated January 22, 2019.](#)

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.

Outlook Therapeutics, Inc.

Date: January 22, 2019

By: /s/ Lawrence A. Kenyon

Lawrence A. Kenyon

Chief Executive Officer and Chief Financial Officer

AMENDMENT #3 TO WARRANT AGREEMENT
OUTLOOK THERAPEUTICS, INC.

AND

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC, AS WARRANT AGENT

THIS AMENDMENT #3, dated January 22, 2019 (“*Amendment #3*”), to the Warrant Agreement, dated as of May 18, 2016, as amended by those certain amendments dated February 6, 2017 and February 9, 2018 (the “*Warrant Agreement*”), by and between Outlook Therapeutics, Inc., a Delaware corporation (f/k/a “Oncobiologics, Inc.,” referred to herein as the “*Company*”), and American Stock Transfer & Trust Company, LLC, a New York limited liability trust company, as Warrant Agent (the “*Warrant Agent*”).

WHEREAS, the Company and the Warrant Agent entered into that certain Warrant Agreement relating to, among other things, the issuance of Series A warrants to purchase shares of the Company’s common stock at an exercise price of \$6.60 per share (the “*Series A Warrants*”); and

WHEREAS, pursuant to Section 8.9 of the Warrant Agreement, the Company and the Warrant Agent have agreed to further amend the Warrant Agreement to (a) reduce the exercise price to \$1.50 per share and (b) further extend the period for exercising the Warrants from February 18, 2019 to February 18, 2022.

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the Company and the Warrant Agent agree as follows:

1. Amendments.

a. The price per share in the Warrant Agreement is amended and restated from \$6.60 per share to \$1.50 per share, including in the first “Whereas” clause and in Section 3.2.1, and such \$1.50 per share exercise price, shall be the “Exercise Price” of the Series A Warrants, subject to adjustment as provided in the Warrant Agreement.

b. Section 3.3.1 of the Warrant Agreement is amended and restated as follows:

“3.3.1 Series A Warrants. Each Series A Warrant may be exercised, in whole or in part, at any time during the period commencing on the Detachment Date and ending at 5:00pm New York City time on February 18, 2022.”

c. The first sentence of Section 3.3.3 of the Warrant Agreement is amended and restated as follows:

“For purposes of this Agreement, the term “Expiration Date” means February 18, 2022 with respect to the Series A Warrants; and May 18, 2018 with respect to the Series B Warrants; and the term “Exercise Period” means the period during which the Series A Warrant or Series B Warrant, as the case may be, is exercisable, as described in subsection 3.1, 3.3.1 or 3.3.2 hereof.”

2. Counterparts. This Amendment may be executed in any number of original or facsimile counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

[Signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment #3 to be duly executed as of the date first above written.

COMPANY:

Outlook Therapeutics, Inc.

By: /s/ Lawrence A. Kenyon

Name: Lawrence A. Kenyon

Title: Chief Executive Officer and Chief Financial Officer

WARRANT AGENT:

American Stock Transfer & Trust Company, LLC

By: /s/ Michael Nespolt

Name: Michael Nespolt

Title: Executive Director



Outlook Therapeutics Announces Exercise Price Reduction and Term Extension of Series A Warrants

CRANBURY, N.J., January 22, 2019 – Outlook Therapeutics, Inc. (Nasdaq: OTLK, OTLKW) (the “Company”) today announced that its publicly traded Series A warrants (Nasdaq: OTLKW) have been amended to lower the exercise price to \$1.50 per share and further extend the maturity until 5:00 p.m. New York City time on February 18, 2022.

The Series A warrants were issued as part of the units in its May 2016 initial public offering and in a concurrent private placement and were exercisable for shares of its common stock at an initial exercise price of \$6.60 per share. The Series A warrants, as previously extended, would have expired at 5:00 p.m. New York City time on the earlier to occur of (a) the date that was twenty (20) business days after the date on which the closing sales price of the common stock was greater than or equal to \$7.25 per share and (b) February 18, 2019. The issuance of the common stock upon exercise of the Series A warrants by the Company, and the resale of the Series A warrants and the common stock issuable upon exercise of the Series A warrants issued in the private placement are covered by registration statements, as amended, previously filed with and declared effective by the Securities and Exchange Commission.

This news release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall 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.

About Outlook Therapeutics, Inc.

Outlook Therapeutics is a late clinical-stage biopharmaceutical company focused on developing its lead clinical program, ONS-5010, a proprietary ophthalmic bevacizumab product candidate for the treatment of wet age related macular degeneration (wet AMD). ONS-5010 is currently in its first clinical trial, which is being conducted outside of the U.S. and is designed to serve as the first of two adequate and well controlled studies for wet AMD. For more information, please visit www.outlooktherapeutics.com.

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