
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): **November 30, 2018**

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**

Oncobiologics, Inc.
(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 30, 2018, the Board of Directors (the “**Board**”) of Outlook Therapeutics, Inc. (formerly, Oncobiologics, Inc., the “**Company**”) appointed Mr. Terry Dagnon as Chief Operating Officer, its principal operating officer, with immediate effect. The Board also appointed Mr. Jeff Evanson as Chief Commercial Officer effective as of November 30, 2018.

Mr. Dagnon, age 57, is the Company’s newly appointed Chief Operating Officer. From March 2015 through November 2018, Mr. Dagnon was Senior Vice President of Operations at Dohmen Life Science Services, and from March 2014 to March 2015 acted as its Vice President, Regulatory Affairs. From April 2013 through March 2014, Mr. Dagnon provided consulting services through a proprietary company, and prior thereto, held various positions at Alcon, a Novartis Company, where he last served Head of Regulatory Affairs, North America, from October 2012 through April 2013, and prior thereto served in a variety of roles with increasing responsibility in regulatory affairs from December 1999 through October 2012. Prior to a career in the life sciences industry, Mr. Dagnon served 11 years on active duty with the United States Army and was a SFC/E-7 Special Forces Green Beret 18D Senior Non-Commissioned Officer. Mr. Dagnon received his B.S. in Healthcare Administration from Wayland Baptist University and an M.S. in Regulatory Affairs from San Diego State University.

Mr. Evanson, age 50, is the Company’s newly appointed Chief Commercial Officer. Mr. Evanson has led Scott Three Consulting, LLC as Founder and President since April 2018, and from September 2014 through April 2018, served as a Managing Director in the Life Science Practice of Navigant. Prior to joining Navigant, Mr. Evanson was the Vice President and Global Commercial Head of the Pharmaceutical Franchise at Alcon, a Novartis Company, from April 2010 to September 2014. Mr. Evanson serves on the Board of Directors of Children’s HeartLink, and was formerly a two-term member of the Board of Directors of Gillette Children’s Hospital in St. Paul, Minnesota, from 2008 to 2014. Mr. Evanson received his M.B.A. from the University of Minnesota, and a B.A. in Chemistry from the University of St. Thomas in St. Paul Minnesota.

Both Messrs. Dagnon and Evanson are providing services to the Company pursuant to its strategic partnership agreement (the “**ONS-5010 Agreement**”), effective February 15, 2018, with MTTR, LLC (“**MTTR**”). The Company will not be paying Mr. Dagnon or Mr. Evanson any direct compensation as consultants or as employees. Both Messrs. Dagnon and Evanson will be compensated directly by MTTR for services provided to the Company as the Company’s Chief Operating Officer and Chief Commercial Officer, respectively, pursuant to the ONS-5010 Agreement. Messrs. Dagnon and Evanson are eligible for equity awards under the Company’s equity compensation plans as may be determined by the Compensation Committee of the Board. The Company also entered into its standard form of indemnity agreement for executive officers with each of them.

Under the ONS-5010 Agreement, MTTR is acting as a consultant to the Company on the development of ONS-5010, in exchange for a monthly fee, and, if approved, a percentage of net profits. Mr. Dagnon has a 16.66% ownership interest in MTTR. In the year ended September 30, 2018, MTTR earned an aggregate of \$437,498 of monthly consulting fees (or \$58,333 per month), and was paid a total of \$602,629, which includes such consulting fees, expense reimbursement and an initial upfront payment of \$75,000. Beginning February 2019, the monthly fee increases to \$105,208 per month, and then, after launch of ONS-5010 in the United States, to \$170,833 per month (the amount of which is reduced by 50% in the event net sales of ONS-5010 are below a certain threshold million per year). The Company also agreed to pay MTTR a tiered percentage of the net profits of ONS-5010 ranging in the low- to mid-teens, with the ability to credit monthly fees paid to MTTR. Unless earlier terminated, the ONS-5010 Agreement expires, on a country-by-country basis, upon the later of expiration of any regulatory exclusivity in such country and, in certain major market countries, ten years after launch of ONS-5010 in such major market country, and in all other countries in the territory, ten years after launch of ONS-5010 in any country in the territory. Either party may terminate the ONS-5010 Agreement upon the uncured material breach of the ONS-5010 Agreement by the other party or upon a bankruptcy or insolvency of the other party. Additionally, the Company is permitted to terminate the ONS-5010 Agreement in the event of certain specified development or commercial failures of ONS-5010 and may terminate either the entire agreement or with respect to certain consultants in the event that certain consultants are not able to perform their obligations under the agreement and a suitable replacement consultant is not found. Additionally, in the event of a change of control of the Company or sale of its rights to ONS-5010, MTTR will be entitled to additional consideration equal to its profit sharing percentage multiplied by the value of the applicable transaction that relates to ONS-5010 (subject to certain adjustments).

Messrs. Dagnon and Evanson have also agreed to provide consulting services to an affiliate of BioLexis Pte. Ltd., the Company's controlling stockholder and strategic partner pursuant to a separate arrangement.

Mr. Dagnon and Mr. Evanson do not have a family relationship with any of our directors or other executive officers.

The Company will file a copy of the ONS-5010 Agreement with its Annual Report on Form 10-K for the fiscal year ended September 30, 2018.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On November 30, 2018, the Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the "*Amendment*") to effect a change of its name from "Oncobiologics, Inc." to "Outlook Therapeutics, Inc." The name change became effective upon the filing of the Amendment.

The foregoing description is qualified in its entirety by the full text of the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 8.01. Other Information.

On December 3, 2018, the Company issued a press release announcing the management changes and new corporate name described above, which press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation.
99.1	Press release dated December 3, 2018.

SIGNATURE

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: December 6, 2018

By: /s/ Lawrence A. Kenyon

Lawrence A. Kenyon

Chief Executive Officer and Chief Financial Officer

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ONCOBIOLOGICS, INC.**

Lawrence A. Kenyon hereby certifies that:

ONE: He is the duly appointed and acting Chief Executive Officer and Chief Financial Officer of Oncobiologics, Inc.

TWO: The name of this Company is Oncobiologics, Inc. and the date of filing the original Certificate of Incorporation of this company with the Secretary of State of the State of Delaware was October 22, 2015.

THREE: The Amended and Restated Certificate of Incorporation of the Company is hereby amended to change the name of the Company from Oncobiologics, Inc. to Outlook Therapeutics, Inc., so that Article I of the Amended and Restated Certificate of Incorporation is hereby amended, and restated in its entirety, to read as follows:

“ARTICLE I.

The name of this corporation is Outlook Therapeutics, Inc. (the “Company”).

The foregoing Certificate of Amendment has been duly adopted by this Corporation’s Board of Directors in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

Executed at Cranbury, New Jersey, on November 30, 2018.

By: /s/ Lawrence A. Kenyon

Lawrence A. Kenyon

Chief Executive Officer and Chief Financial Officer



**Oncobiologics Changes Name to Outlook Therapeutics
Announces Next Steps in Executing ONS-5010 Clinical and Regulatory Strategy**

- Company changes name to Outlook Therapeutics, Inc.; ticker symbol to “OTLK”
- Jeff Evanson joins team as Chief Commercial Officer
- Terry Dagnon joins team as Chief Operating Officer
- Closed second tranche of private placement for additional \$4.0 million from BioLexis

CRANBURY, N.J., December 3, 2018 – Oncobiologics, Inc. (NASDAQ:ONS) (the “Company”) today announced several key corporate events that enhance the Company’s ability to advance the development of its lead product candidate, ONS-5010, a proprietary ophthalmic bevacizumab product candidate for the treatment of wet age related macular degeneration (wet AMD). These events are in conjunction with the recent disclosure of new details of the ONS-5010 program and the initiation of the first human clinical study, which the Company announced in November 2018.

The Company has changed its name from Oncobiologics, Inc. to Outlook Therapeutics, Inc., effective immediately. The Company will continue to be listed on the Nasdaq Capital Market and its common stock and Series A warrants will begin trading under the ticker symbols “OTLK” and “OTLKW,” respectively, beginning on Tuesday, December 4, 2018.

No action is required by stockholders with respect to the name change. The Company’s common stock has been assigned a new CUSIP number of 69012T 107 and its Series A warrants have been assigned a new CUSIP number of 69012T 115 in connection with the name change. Outstanding securities are not affected by the name change and will not need to be exchanged.

“We believe the timing of this corporate rebranding effectively signals the significance of the recent strategic shift in the business and the high value opportunity we are pursuing in the anti-VEGF ophthalmic market,” said Lawrence A. Kenyon, President, Chief Executive Officer and Chief Financial Officer. “The progress we have made throughout 2018 in advancing the ONS-5010 program has brought us to this exciting new stage in the Company’s history. The path ahead is clear and we look forward to providing further updates as we execute upon our strategy.”

Two Additions to Executive Leadership Team

The Company announced two additions to its executive leadership team with the appointments of Jeff Evanson as Chief Commercial Officer and Terry Dagnon as Chief Operating Officer.

“Jeff and Terry are welcome additions to the team as they are both highly respected ophthalmic industry veterans and bring extensive drug development expertise to our leadership team,” said Mr. Kenyon. “Jeff has an exceptional commercial track record in the ophthalmic space and brings valuable experience and deep know-how in product launches and marketing. Terry is a highly skilled expert in the regulatory field and his extensive experience in strategic drug development will be valuable for moving ONS-5010 through advanced clinical development and into commercialization. In addition, they have been key advisors on the ONS-5010 program to date and we expect them to be integral to the success of the asset as we move forward,” stated Mr. Kenyon.

“Joining Outlook Therapeutics is a tremendous opportunity,” said Jeff Evanson, newly appointed Chief Commercial Officer. “I am enthusiastic about the commercial prospects for ONS-5010 and its potential to address a need for all patients suffering from wet AMD and other retinal diseases requiring anti-VEGF treatments. I look forward to working with Larry and the team at Outlook Therapeutics in leading the efforts to bring ONS-5010 to market and contributing to the Company’s success.”

Jeff Evanson joins the Company with more than 25 years of commercial expertise, most notably with Novartis (Alcon) where he was the Vice President and Global Commercial Head of the Pharmaceutical Franchise between 2010 and 2014 where he was responsible for all aspects of strategy, portfolio (both internal and external opportunities), global brands, launches and campaigns. Prior to Novartis, Mr. Evanson spent 10 years at Medtronic in a variety of pre-commercialization and post-commercialization roles. Most recently, Mr. Evanson led Scott Three Consulting, LLC as Founder and President since April of 2018 and previously was a Managing Director in the Life Science Practice of Navigant. He received his MBA from the University of Minnesota (2001) and a BA in Chemistry from the University of St. Thomas in St. Paul Minnesota (1991). He serves on the Board of Directors of Children's HeartLink and was formerly a two-term Board Member of Gillette Children's Hospital in St. Paul, Minnesota, from 2008 to 2014.

Terry Dagnon has more than 20 years of regulatory experience with domestic and global investigational and marketing approvals in the pharmaceutical and medical device industries. He is also experienced in quality and compliance and working with R&D, marketing, sales, legal, and manufacturing, quality and supply chain organizations. Most recently, Mr. Dagnon was Senior Vice President of Operations at Dohmen Life Science Services (DLSS), where he worked with companies to mitigate their compliance risk, ensure quality, and achieve FDA approval for pharmaceutical, biologics, and medical device products. Mr. Dagnon began his career in the pharmaceutical industry as the Regulatory Affairs Manager for Physician Reliance Network Inc. (now known as U.S. Oncology). He continued his regulatory affairs career at Johnson & Johnson Medical Inc. with global regulatory responsibility for the Wound Care, Skin Care and Tissue Engineering franchises. He then served as the North America Head of Regulatory Affairs at Alcon a Novartis company prior to joining DLSS in March 2014. Prior to a career in the medical industry, Mr. Dagnon served 11 years on active duty with the United States Army and was a SFC/E-7 Special Forces Green Beret 18D Senior Non-Commissioned Officer. Mr. Dagnon serves on the Board of Directors of the Colorado Bioscience Association.

Private Placement Proceeds

The Company announced today that it closed on the second tranche (of four) of its \$20.0 million private placement of common stock to BioLexis Pte. Limited (BioLexis), the Company's strategic business partner and largest investor, receiving \$4.0 million of cash proceeds in exchange for the issuance of 4,288,624 shares of common stock at \$0.9327 per share. The Company has received \$12.0 million to date from the sale of its common stock to BioLexis under this private placement, which was previously announced on November 6, 2018. The remaining \$8.0 million will be funded in two equal tranches on each of January 3, 2019 and February 1, 2019, subject to achieving certain funding milestones as set forth in the purchase agreement. The Company intends to use the net proceeds from the private placement primarily for clinical trials for its lead product candidate, ONS-5010, and for working capital and general corporate purposes, including agreed repayments on its senior secured notes.

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 BioLexis Pte. Limited

BioLexis is a Singapore based joint-venture between Tenshi Life Sciences Private Limited, and GMS Holdings, a private investment company headquartered in Amman, Jordan owning a portfolio of diversified businesses globally. Together with Strides Shasun and Tenshi Life Sciences, GMS Holdings is a strategic investor in Stelis Biopharma.

About Outlook Therapeutics, Inc.

Outlook Therapeutics is a 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.

Forward-Looking Statements

This press release contains forward-looking statements. All statements other than statements of historical facts are “forward-looking statements,” including those relating to future events. In some cases, you can identify forward-looking statements by terminology such as “may,” “might,” “will,” “should,” “expect,” “plan,” “anticipate,” “project,” “believe,” “estimate,” “predict,” “potential,” “intend” or “continue,” the negative of terms like these or other comparable terminology, and other words or terms of similar meaning. These include statements about the Company’s planned clinical trials for ONS-5010, the ability to successfully conduct such clinical trials, and plans for seeking regulatory approval for ONS-5010, and achieve the necessary milestones to obtain the committed funding from BioLexis. Although the Company believes that it has a reasonable basis for forward-looking statements contained herein, they are based on current expectations about future events affecting the Company and are subject to risks, uncertainties and factors relating to its operations and business environment, all of which are difficult to predict and many of which are beyond its control. These risk factors include those risks associated with developing pharmaceutical product candidates, risks of conducting clinical trials, and risks in obtaining necessary regulatory approvals, as well as those risks detailed in the Company’s filings with the Securities and Exchange Commission. These risks may cause actual results to differ materially from those expressed or implied by forward-looking statements in this press release. All forward-looking statements included in this press release are expressly qualified in their entirety by the foregoing cautionary statements. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. The Company does not undertake any obligation to update, amend or clarify these forward-looking statements whether as a result of new information, future events or otherwise, except as may be required under applicable securities law.

CONTACTS:**Outlook Therapeutics:**

Lawrence A. Kenyon

LawrenceKenyon@outlooktherapeutics.com

Media & Investors:

Jeremy Feffer

Managing Director

LifeSci Advisors, LLC

T: 212.915.2568

jeremy@lifesciadvisors.com
