

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): **April 11, 2018**

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

Resignations of Scott Canute and Claudio Albrecht

On April 11, 2018, Scott Canute, a Class III director of the Board of Directors (the “Board”) of Oncobiologics, Inc. (the “Company”), Chairman of the Board’s Compensation Committee and a member of the Board’s Nominating and Corporate Governance Committee, notified the Company of his decision to resign from his position as director of the Company and all Board committees upon which he served, effective April 13, 2018. In addition, on April 12, 2018, Claudio Albrecht, a Class I director of the Board of the Company and a member of the Board’s Nominating and Corporate Governance Committee, notified the Company of his decision to resign from his position as director of the Company and all Board committees upon which he served with immediate effect. Neither Mr. Canute’s nor Mr. Albrecht’s resignations were due to any disagreement with the Board or the Company.

Appointment of Ralph H. “Randy” Thurman and Reappointment of Yezan Haddadin

Accordingly, on the recommendation of the sole remaining member of the Nominating and Governance Committee, on April 12, 2018, the Board appointed Ralph H. “Randy” Thurman to serve as a Class III director to serve the remainder of Mr. Canute’s term, *e.g.*, until the Company’s 2019 Annual Meeting of Stockholders, and reappointed Yezan Haddadin to serve as a Class I director for the remainder of Mr. Albrecht’s term, *e.g.*, until the Company’s 2020 Annual Meeting of Stockholders, in each case until his successor is duly elected and qualified, or until his earlier death, resignation or removal. Such appointments were effective as of April 13, 2018. The Board also appointed Mr. Thurman to fill Mr. Canute’s roles as member of the Board’s Nominating and Corporate Governance Committee and as Chairman of the Compensation Committee, and Mr. Haddadin to fill Mr. Albrecht’s role as a member of the Board’s Nominating and Corporate Governance Committee.

Mr. Haddadin was renominated to fill the vacancy, and reappointed to the vacancy created by Mr. Albrecht’s departure, pursuant to that certain Investor Rights Agreement dated as of September 11, 2017, by and between the Company and GMS Tenshi Holdings Pte. Limited (“GMS Tenshi”), pursuant to which GMS Tenshi has certain contractual rights to appoint directors based on its percentage ownership of the Company’s outstanding common stock on a fully diluted as-converted basis, as more fully described in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission (“SEC”) on September 11, 2017.

There are no family relationships among Mr. Thurman, Mr. Haddadin, and any director or executive officer of the Company.

Mr. Thurman will be compensated pursuant to the Company’s non-employee director compensation policy (the “Policy”), as adopted in January 2016. Under the Policy, Mr. Thurman will receive an annual retainer of \$35,000 for his service as a director, \$10,000 for his service as Chairman of the Compensation Committee, \$5,000 for his service as a member of the Board’s Compensation Committee, and \$4,000 for his service as a member of the Board’s Nominating and Corporate Governance Committee, payable in equal quarterly installments in arrears, on the last day of each fiscal quarter for which the service occurred, pro-rated based on the days served in the applicable fiscal quarter. In addition, pursuant to the Policy, on April 13, 2018, Mr. Thurman was granted a stock option to purchase 25,000 shares of the Company’s common stock, which vests 33.33% on the first, second and third anniversaries of the grant date, such that 100% of the shares underlying the option shall be vested in full on the three-year anniversary of the grant date, subject to his providing continued services through such date. Mr. Haddadin waived all compensation under the Policy. The Company also entered into its standard form of indemnity agreement with each of Mr. Thurman and Mr. Haddadin, which agreement is filed as Exhibit 10.12 to the Company’s registration statement on Form S-1 (File No. 333-209011) filed with the SEC on January 15, 2016.

Item 8.01 Other Events

On April 17, 2018, the Company issued a press release announcing the resignations of Mr. Canute and Mr. Albrecht and the appointments of Mr. Thurman and Mr. Haddadin, which 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

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated April 17, 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.

Oncobiologics, Inc.

Date: April 17, 2018

By: /s/ Lawrence A. Kenyon
Lawrence A. Kenyon
Chief Financial Officer



News Release

Oncobiologics Appoints Randy Thurman to Board of Directors

Cranbury, NJ – April 17, 2018 — Oncobiologics, Inc. (NASDAQ: ONS) today announced the appointment of Randy Thurman to its board of directors, effective April 13, 2018. At the same time, Oncobiologics also announced the resignation of Scott Canute as director and member of the board of director’s Nominating and Corporate Governance Committee and as Chairman of the Compensation Committee. Mr. Thurman was also appointed to fill Mr. Canute’s roles on such board committees.

In addition, Oncobiologics announced the resignation of Claudio Albrecht as director and member of the board of director’s Nominating and Corporate Governance Committee. Mr. Yezan Haddadin was nominated by GMS Tenshi Holdings Pte. Limited to rejoin the board and fill the vacancy created by Mr. Albrecht’s departure. In connection, the board appointed Mr. Haddadin to fill the vacancy on the board, and to replace Mr. Albrecht as a member of the board of director’s Nominating and Corporate Governance Committee.

“I’m very pleased that Mr. Randy Thurman is joining our board of directors,” said Oncobiologics’ Chairman & CEO Dr. Pankaj Mohan. “Randy is an experienced and well respected life sciences industry executive and public company director with a track record of building businesses and creating shareholder value through product development, strategic marketing and M&A. His broad expertise in building successful companies will be a great benefit to us.”

Mr. Thurman is currently a senior advisor at BC Partners, a private equity firm, and is also currently a member of the Board of Directors at Allscripts, Inc. and Zest Dental, Inc. In the span of his career, Mr. Thurman has previously been the President of both Rorer and Rhone-Polenc Rorer Pharmaceuticals, CEO of Corning Life Sciences, and Chairman and CEO of VIASYS Healthcare, Inc., as well as a member of the board for over 15 public and private companies.

“While we are excited to add Randy Thurman to our board, we are sad to see Scott Canute and Claudio Albrecht leaving,” Dr. Mohan continued. “Scott has been a supporter and a member of our board for many years and he will be missed. It is unfortunate that both Scott and Claudio were beset with too many demands on their time to continue on our board. However, I am happy to see that Yezan Haddadin has been selected to rejoin the board as one of the GMS Tenshi designees.”

About Oncobiologics, Inc. and its BioSymphony™ Platform

Oncobiologics is a clinical-stage biopharmaceutical company focused on identifying, developing, manufacturing and commercializing complex biosimilar therapeutics. Its current focus is on technically challenging and commercially attractive monoclonal antibodies (mAbs) in the disease areas of immunology and oncology. Oncobiologics is advancing its pipeline of biosimilar products, two of which are currently in clinical development. Led by a team of biopharmaceutical experts, Oncobiologics operates from an in-house state-of-the-art fully integrated research and development, and manufacturing facility in Cranbury, New Jersey. Oncobiologics employs its BioSymphony™ Platform to address the challenges of biosimilar development and commercialization by developing high quality mAb biosimilars in an efficient and cost-effective manner on an accelerated timeline. For more information, please visit www.oncobiologics.com.

CONTACTS:

Oncobiologics:

Lawrence A. Kenyon
Chief Financial Officer
LawrenceKenyon@oncobiologics.com

Media & Investors:

Alex Fudukidis
Russo Partners, LLC
alex.fudukidis@russopartnersllc.com
