

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): February 9, 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 3.03 Material Modification to Rights of Security Holders.

On February 9, 2018, Oncobiologics, Inc. (the “Company”) extended the expiration date of its outstanding Series A warrants (NASDAQ: ONSIW; CUSIP number 68235M 113) (the “Series A Warrants”) to the earlier to occur of 5:00 p.m. New York City time on (a) the date that is twenty (20) business days after the date on which the closing sales price of the common stock is greater than or equal to \$7.25 per share and (b) February 18, 2019, by entering into a second 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, were originally issued as part of the units in the Company’s May 2016 initial public offering and originally expired February 18, 2017. The Company previously extended the expiration date of the Series A Warrants from February 18, 2017 to February 18, 2018. The Series A Warrants have an exercise price of \$6.60 per share and would otherwise have expired at 5:00 pm New York City time on February 18, 2018. The expiration date has been extended to 5:00 p.m. New York City time on the earlier to occur of (a) the date that is twenty (20) business days after the date on which the closing sales price of the common stock is greater than or equal to \$7.25 per share and (b) February 18, 2019.

The Series A Warrants and shares of common stock issuable upon exercise of the Series A Warrants are registered on Form S-1, as amended, previously filed with and declared effective by the Securities and Exchange Commission (the “SEC”). When required, the Company will amend or supplement the prospectus to reflect this expiration date extension for the Series A Warrants, which will be filed with the SEC, and mailed to the holders of record of the Series A Warrants.

The foregoing summary of the 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 Information.

On February 9, 2018, 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 #2 to the Warrant Agreement dated May 18, 2016 by and between Oncobiologics, Inc. and American Stock Transfer & Trust Company LLC, as Warrant Agent, dated February 9, 2018
99.1	Press Release dated February 9, 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: February 9, 2018

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

AMENDMENT #2 TO WARRANT AGREEMENT

ONCOBIOLOGICS, INC.

AND

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

THIS AMENDMENT #2, dated February 9, 2018 (“**Amendment #2**”), to the Warrant Agreement, dated as of May 18, 2016, as amended by that certain amendment dated February 6, 2017 (the “**Warrant Agreement**”), by and between Oncobiologics, Inc., a Delaware corporation (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 further extend the period for exercising the Warrants from February 18, 2018 to February 18, 2019.

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

1. Amendments.

a. 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 the earlier to occur of (a) the date that is twenty (20) business days after the date on which the Closing Sales Price of the Common Stock is greater than or equal to \$7.25 per share and (b) February 18, 2019.”

b. 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 the earlier to occur of (a) the date that is twenty (20) business days after the date on which the Closing Sales Price of the Common Stock is greater than or equal to \$7.25 per share and (b) February 18, 2019 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 #2 to be duly executed as of the date first above written.

COMPANY:

ONCOBIOLOGICS, INC.

By: /s/ Lawrence A. Kenyon

Name: Lawrence A. Kenyon

Title: Chief Financial Officer

WARRANT AGENT:

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC

By: /s/ Jennifer Donovan

Name: Jennifer Donovan

Title: Senior Vice President



Oncobiologics Announces Term Extension of Series A Warrants

Cranbury, NJ – February 9, 2018 — Oncobiologics, Inc. (NASDAQ: ONS; ONSIW; ONSIZ) announced today an extension to the term for exercise of its publicly traded Series A warrants (NASDAQ: ONSIW).

The Series A warrants were issued as part of the units in Oncobiologics' May 2016 initial public offering and are exercisable for shares of its common stock at an 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 February 18, 2018. The expiration date has now been extended to 5:00 p.m. New York City time on the earlier to occur of (a) the date that is twenty (20) business days after the date on which the closing sales price of Oncobiologics' common stock is greater than or equal to \$7.25 per share and (b) February 18, 2019. The Series A warrants and the common stock issuable upon exercise of the Series A warrants are covered by a registration statement on Form S-1, as amended, previously filed with and declared effective by the Securities and Exchange Commission.

This press 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.

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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.

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