

VICAL INC  
Form 8-K  
October 17, 2006

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**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): October 13, 2006

**VICAL INCORPORATED**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other  
jurisdiction of  
incorporation)

**000-21088**  
(Commission File  
Number)

**93-0948554**  
(I.R.S. Employer  
Identification No.)

**10390 Pacific Center Court**

**San Diego, California**  
(Address of principal executive offices)

**92121-4340**  
(Zip Code)

Registrant's telephone number, including area code: (858) 646-1100

**Not Applicable.**

(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)

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- “ 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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 13, 2006, Vical Incorporated entered into a common stock purchase agreement with certain institutional investors relating to a registered direct offering of 2,490,038 shares of Vical's common stock. Under the terms of the transaction, Vical will sell the common stock at \$5.02 per share to the institutional investors for gross proceeds of approximately \$12.5 million. The closing of the offering took place on October 17, 2006.

The common stock was issued pursuant to a prospectus supplement filed with the Securities and Exchange Commission on October 17, 2006, in connection with a shelf takedown from Vical's registration statement on Form S-3 (File No. 333-131307) which became effective on March 31, 2006. A copy of the opinion of Cooley Godward Kronish LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

Proceeds from the transaction will be used in the further development of Vical's ongoing programs as well as for other general corporate purposes.

On October 16, 2006, Vical issued a press release announcing the offering. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Cooley Godward Kronish LLP.
23.1	Consent of Cooley Godward Kronish LLP (included in its opinion filed as Exhibit 5.1 hereto).
99.1	Press release of Vical Incorporated dated October 16, 2006.

**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.

**VICAL INCORPORATED**

Date: October 17, 2006

By: /s/ JILL M. CHURCH  
Jill M. Church

Vice President, Chief Financial Officer

and Secretary

**INDEX TO EXHIBITS**

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