

AVEO PHARMACEUTICALS INC  
Form 8-K  
March 29, 2017

**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): March 28, 2017**

**AVEO Pharmaceuticals, Inc.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**One Broadway, 14th Floor**

**001-34655**  
**(Commission**

**File Number)**

**04-3581650**  
**(IRS Employer**

**Identification No.)**

**02142**

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**Cambridge, Massachusetts**

**(Address of Principal Executive Offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (617) 588-1960**

**(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 (*see* General Instruction A.2. below)

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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On March 28, 2017, AVEO Pharmaceuticals, Inc. (the Company ) entered into a purchase agreement (the Underwriting Agreement ) with Piper Jaffray & Co. (the Underwriter ), relating to an underwritten public offering of 30,000,000 shares (the Underwritten Shares ) of the Company s common stock, par value \$0.001 per share (the Common Stock ). All of the Underwritten Shares are being sold by the Company. The public offering price of the Underwritten Shares is \$0.50 per share, and the Underwriter has agreed to purchase the Underwritten Shares from the Company pursuant to the Underwriting Agreement at a price of \$0.465 per share. After underwriting discounts and commissions and estimated offering expenses, the Company expects to receive net proceeds from the offering of approximately \$13.5 million. Under the terms of the Underwriting Agreement, the Company has granted the Underwriter an option, exercisable for 30 days, to purchase up to an additional 4,500,000 shares of Common Stock (the Option Shares and, together with the Underwritten Shares, the Shares ) at the public offering price less the underwriting discounts and commissions.

The Underwritten Shares and any Option Shares will be issued pursuant to a shelf registration statement on Form S-3 that was filed with the Securities Exchange Commission ( SEC ) on May 7, 2015 and declared effective by the SEC on May 26, 2015 (File No. 333-203932). A prospectus supplement relating to the offering has been filed with the SEC. The closing of the offering is expected to take place on March 31, 2017, subject to customary closing conditions.

A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Wilmer Cutler Pickering Hale and Dorr LLP relating to the Shares is attached as Exhibit 5.1 hereto.

**Item 8.01. Other Events.**

The full text of the press release announcing the pricing of the underwritten public offering on March 28, 2017 is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

See the Exhibit Index which immediately follows the signatures hereto, which Exhibit Index is incorporated herein by reference.

**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.

Date: March 28, 2017

AVEO PHARMACEUTICALS, INC.

By: /s/ Michael Bailey  
Michael Bailey  
President and Chief Executive Officer

**EXHIBIT INDEX**

Exhibit No.	Description
1.1	Purchase Agreement, dated March 28, 2017, by and between AVEO Pharmaceuticals, Inc. and Piper Jaffray & Co.
5.1	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP.
23.1	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
99.1	Press release issued March 28, 2017.