SYNERGY PHARMACEUTICALS, INC. Form 8-K July 07, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): July 5, 2017

Synergy Pharmaceuticals Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)

001-35268 (Commission File Number)

33-0505269 IRS Employer Identification No.)

420 Lexington Avenue, Suite 2012

New York, NY 10170

(Address of principal executive offices)

Registrant s telephone number, including area code: (212) 297-0020

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(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:
o Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o 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 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 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).
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. O

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year	Item 5.03	Amendments to	Articles of Inc	orporation or H	Bylaws;	Change i	n Fiscal Yea
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On July 5, 2017, Synergy Pharmaceuticals Inc. (the Company) filed an amendment (the Amendment) to its second amended and restated certificate of incorporation, as amended, to increase the number of authorized shares of common stock from 350,000,000 to 400,000,000. The Amendment was approved by the Company s stockholders at the Company s 2017 annual meeting held on June 27, 2017. A copy of the Amendment filed with the Secretary of State of the State of Delaware is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item	9.01. Financial Statements and Exhibits.	
(d)	Exhibits.	
3.1 Dela	Amendment to the Second Amended and Restated Certificate of Incorporation, as ware Secretary of State on July 5, 2017.	amended, filed with the
	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.

Dated: July 7, 2017

SYNERGY PHARMACEUTICALS INC.

By: /s/ Gary S. Jacob Gary S. Jacob, Ph.D.

President and Chief Executive Officer

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