

INOVIO PHARMACEUTICALS, INC.  
Form 8-K  
April 30, 2015

**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 29, 2015**

**INOVIO PHARMACEUTICALS, INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-14888**  
**(Commission)**

**33-0969592**  
**(I.R.S. Employer)**

**of incorporation)**

**File Number)**

**Identification No.)**

**660 W. Germantown Pike, Suite 100**

**Plymouth Meeting, Pennsylvania**  
**(Address of principal executive offices)**

**19462**  
**(Zip Code)**

**Registrant's telephone number, including area code: (267) 440-4200**

**N/A**

**(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))

Item 1.01. Entry into a Material Definitive Agreement.

On April 30, 2015, Inovio Pharmaceuticals, Inc. (the Company ) entered into a purchase agreement (the Purchase Agreement ) with Piper Jaffray & Co. and Stifel, Nicolaus & Company, Incorporated, related to an underwritten offering of 9,500,000 shares of the Company s common stock, par value \$0.001 per share (the Common Stock ). The public offering price for the Common Stock is \$8.00 per share. The Company expects to receive gross proceeds of \$76.0 million from the sale of the Common Stock, before deducting the underwriting discounts and commissions and other estimated offering expenses payable by it. The Company has also granted to the underwriters participating in the sale of the Common Stock a 30-day option to purchase up to an additional 1,425,000 shares of Common Stock.

The Common Stock will be issued pursuant to a registration statement on Form S-3 that the Company filed with the Securities and Exchange Commission, which became effective on August 8, 2014 (File No. 333-197584). The Company expects that the closing of the sale of the Common Stock will take place on May 5, 2015, subject to the satisfaction of customary closing conditions. A copy of the Purchase Agreement is attached as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the Purchase 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 Duane Morris LLP relating to the validity of the Common Stock to be issued in the offering is attached as Exhibit 5.1 hereto.

Item 8.01. Other Events.

The Company issued press releases on April 29, 2015 and on April 30, 2015 announcing the commencement and pricing of the sale of the Common Stock, respectively. The full text of the press releases are attached as Exhibits 99.1 and 99.2 hereto and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Exhibit Description  |
|-------------|--|
| 1.1         | Purchase Agreement, dated as of April 30, 2015, between the Company and Piper Jaffray & Co. and Stifel, Nicolaus & Company, Incorporated |
| 5.1         | Opinion of Duane Morris LLP  |
| 23.1        | Consent of Duane Morris LLP (included in Exhibit 5.1)  |
| 99.1        | Press Release dated April 29, 2015   |
| 99.2        | Press Release dated April 30, 2015   |

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.

INOVIO PHARMACEUTICALS, INC.

By: /s/ Peter Kies  
Peter Kies  
Chief Financial Officer

Date: April 30, 2015