

PERNIX THERAPEUTICS HOLDINGS, INC.

Form 8-K/A

March 10, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K/A

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 25, 2015

PERNIX THERAPEUTICS  
HOLDINGS, INC.

(Exact name of registrant as  
specified in its charter)

Maryland (State or other jurisdiction of incorporation)	001-14494 (Commission File Number)	33-0724736 (IRS Employer Identification No.)
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10 North Park Place, Suite 201 Morristown, New Jersey (Address of principal executive offices)	07960 (Zip Code)
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Registrant's telephone number, including area code: (800) 793-2145  
(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))



## Explanatory Note

This Form 8-K/A is filed as an amendment (the “Amendment”) to the Current Report on Form 8-K filed by Pernix Therapeutics Holdings, Inc. (“Pernix”) on February 27, 2015 (the “Current Report”). This Amendment is being filed solely for the purpose of correcting an error by our financial printing vendor. In the press release furnished as Exhibit 99.1 to the Current Report (the “Press Release”), in which Pernix announced financial results for its year ended December 31, 2014 and certain other information, the financial table reconciling the GAAP Net Loss to Adjusted Net Income was duplicated under the header of "GAAP Net Loss to Adjusted EBITDA Reconciliation Table" in error. This error occurred upon document conversion by our financial printer to EDGAR. The actual Press Release issued by Pernix was correct. The correct Press Release is attached as Exhibit 99.1 to this Amendment.

## Item 2.02 Results of Operations and Financial Condition

On February 25, 2015, Pernix Therapeutics Holdings, Inc. (“Pernix”) issued a press release announcing financial results for its year ended December 31, 2014 and certain other information. A copy of the press release is furnished with the Report as Exhibit 99.1.

The information provided in the Item 2.02, including Exhibit 99.1, is intended to be “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Pernix is also disclosing that it may use its website, pernix.com, as a means of disclosing material non-public information and for complying with its disclosure obligations under Regulation FD.

## Forward-Looking Statements

Certain statements in this Current Report on Form 8-K, including but not limited to statements set forth in the attached press release, may constitute forward-looking statements. These forward looking statements involve a number of known and unknown risks, uncertainties and other factors that may cause such forward-looking statements not to be realized and that could cause actual results to differ materially from Pernix’s expectations in these statements. For more information about other risks that could affect the forward-looking statements herein, please see Pernix’s most recent quarterly report on Form 10-Q, annual report on Form 10-K and other filings made with the Securities and Exchange Commission. Pernix expressly disclaims any obligation to release publicly any updates or revisions to any forward-looking statements to reflect any changes in expectations, or any change in events or circumstances on which those statements are based, unless otherwise required by law.

## Item 9.01 Financial Statements and Exhibits

### (c) Exhibits

Exhibit No.	Description
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<u>99.1</u>	Press release, dated February 25, 2015.
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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, thereunto duly authorized.

PERNIX THERAPEUTICS HOLDINGS, INC.

Dated: March 10, 2015

By: /s/ Sanjay S. Patel  
Sanjay S. Patel  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
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