

ANTARES PHARMA, INC.  
Form 8-K  
October 04, 2012

**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 3, 2012

**ANTARES PHARMA, INC.**

(Exact name of registrant specified in its charter)

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

**1-32302**  
(Commission  
File Number)

**41-1350192**  
(I.R.S. Employer  
Identification No.)

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**100 Princeton South, Suite 300, Ewing, NJ**

(Address of principal executive offices)

**Registrant's telephone, including area code: (609) 359-3020**

**08628**

(Zip Code)

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 8.01 Other Events.**

On October 3, 2012, Antares Pharma, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Jefferies & Company, Inc. and Oppenheimer & Co. Inc. as representatives of the several underwriters listed on Schedule I thereto (the Underwriters ), with respect to the issuance and sale in an underwritten public offering (the Offering ) by the Company of 12,500,000 shares of the Company s common stock, \$0.01 par value (the Shares ), at a price to the public of \$4.00 per Share. Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 1,875,000 Shares. The Underwriting Agreement contains customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended (the Securities Act ), other obligations of the parties and termination provisions.

The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference. A copy of the opinion of Morgan, Lewis & Bockius LLP relating to the legality of the issuance and sale of the Shares is attached as Exhibit 5.1 hereto.

The net proceeds to the Company, before expenses, from the sale of the 12,500,000 Shares in the Offering are approximately \$47 million. The Company expects to use the net proceeds of the Offering for further development of the Company s proprietary VIBEX methotrexate (MTX) Medi-Jet injection system for the treatment of rheumatoid arthritis, development of the Company s proprietary VIBEX QS T product for male testosterone deficiency and general corporate purposes.

The Offering is expected to close on October 9, 2012, subject to the satisfaction of customary closing conditions, and the Shares are registered under the Securities Act pursuant to a shelf registration statement on Form S-3 (Registration No. 333-167975).

On October 3, 2012, the Company issued a press release announcing the pricing of the Offering. A copy of the press release is attached as Exhibit 99.1 hereto.

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

(d) Exhibits

<b>Exhibit No.</b>	<b>Exhibit</b>
1.1	Underwriting Agreement, dated as of October 3, 2012
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1)
99.1	Press release dated October 3, 2012

**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.

ANTARES PHARMA, INC.

Date: October 4, 2012

By: /s/ Paul K. Wotton  
Name: Dr. Paul K. Wotton

Title: President and Chief Executive Officer

**EXHIBIT INDEX**

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