

ZIOPHARM ONCOLOGY INC  
Form 8-K  
April 01, 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 1, 2015**

**ZIOPHARM Oncology, Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-33038**  
**(Commission**  
  
**File Number)**

**84-1475672**  
**(IRS Employer**  
  
**Identification No.)**

**One First Avenue, Parris Building 34, Navy Yard Plaza**

**Boston, Massachusetts**  
**(Address of Principal Executive Offices)**

**02129**  
**(Zip Code)**

**(617) 259-1970**

**(Registrant's telephone number, including area code)**

**Not applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K 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 8.01 Other Events**

On April 1, 2015, ZIOPHARM Oncology, Inc., or the Company, filed a prospectus supplement to its registration statement on Form S-3ASR (File No. 333-201826) covering the resale of 11,722,163 shares of the Company's common stock, or the Shares, that were originally issued to The Board of Regents of the University of Texas System in connection with that certain license agreement by and among the Company, Intrexon Corporation and The University of Texas System Board of Regents on behalf of The University of Texas M.D. Anderson Cancer Center.

In connection with the resale of the Shares, the Company is filing the opinion of Cooley LLP as exhibit 5.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (included in Exhibit 5.1 above)

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.

ZIOPHARM Oncology, Inc.

By: /s/ Kevin G. Lafond

Name: Kevin G. Lafond

Title: Vice President Finance, Chief Accounting Officer  
and Treasurer

Date: April 1, 2015

**INDEX OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (included in Exhibit 5.1 above)