

Versartis, Inc.
Form 8-K
September 29, 2016

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): September 28, 2016

Versartis, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36361
(Commission

File Number)
4200 Bohannon Drive, Suite 250

26-4106690
(IRS Employer

Identification No.)

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Menlo Park, California

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (650) 963-8580

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 September 28, 2016, Versartis, Inc. (the **Company**) entered into an underwriting agreement (the **Underwriting Agreement**) with Cowen and Company, LLC, Barclays Capital Inc. and Piper Jaffray & Co., as representatives of the several underwriters named therein (collectively, the **Underwriters**), relating to the issuance and sale (the **Offering**) of 4,898,000 shares of our Common Stock. The price to the public in the Offering is \$12.25 per share, and the Underwriters have agreed to purchase the shares from us pursuant to the Underwriting Agreement at a price of \$11.515 per share. The net proceeds to the Company from this Offering are expected to be approximately \$55.9 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company. The Underwriters have a 30-day option to purchase up to an additional 734,700 shares of common stock. All of the shares in the offering are being sold by us.

The Offering is being made pursuant to our effective registration statement on Form S-3 (Registration Statement No. 333-207845) previously filed with the Securities and Exchange Commission and a prospectus supplement thereunder.

The Underwriting Agreement contains customary representations, warranties and agreements by us, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under 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 Underwriting Agreement is filed as Exhibit 1.1 to this report, and the description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Number	Description
1.1	Underwriting Agreement, dated September 28, 2016, by and among Versartis, Inc. and Cowen and Company, LLC, Barclays Capital Inc. and Piper Jaffray & Co., as representatives of the several underwriters named therein
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (contained in Exhibit 5.1)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Versartis, Inc.

By: /s/ Joshua T. Brumm

Name: Joshua T. Brumm

Title: Chief Financial Officer

Date: September 28, 2016

INDEX TO EXHIBITS

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