

APPLIED GENETIC TECHNOLOGIES CORP
Form 8-K
April 01, 2014

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): March 26, 2014

APPLIED GENETIC TECHNOLOGIES CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction

of incorporation)

001-36370
(Commission

File Number)
11801 Research Drive

Suite D

59-3553710
(IRS Employer

Identification Number)

Alachua, Florida 32615

(Address of principal executive offices) (Zip Code)

(386) 462-2204

(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 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On April 1, 2014 and in connection with the closing of our initial public offering, we filed an amended and restated certificate of incorporation (the Restated Certificate) with the Secretary of State of the State of Delaware. As disclosed in the Registration Statement, our board of directors and stockholders previously approved the Restated Certificate to be filed in connection with, and to be effective upon, the closing of our initial public offering. The Restated Certificate amends and restates the Company s certificate of incorporation in its entirety to, among other things: (i) reduce the authorized number of shares of common stock to 150,000,000 shares; (ii) eliminate all references to the previously-existing series of preferred stock; and (iii) authorize 5,000,000 shares of undesignated preferred stock that may be issued from time to time by the Company s board of directors in one or more series.

The foregoing description of the Restated Certificate is qualified by reference to the Restated Certificate, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On April 1, 2014 and in connection with the closing of our initial public offering, the amended and restated by-laws of the Company (the Amended and Restated By-Laws), previously approved by the Company s board of directors and stockholders to take effect immediately upon the closing of our initial public offering, became effective. The Amended and Restated By-Laws amend and restate the Company s by-laws in their entirety to, among other things: (i) eliminate the ability of the Company s stockholders to take action by written consent in lieu of a meeting and call special meetings of stockholders; (ii) establish procedures relating to the presentation of stockholder proposals at stockholder meetings; (iii) establish procedures relating to the nomination of directors; and (iv) conform to the amended provisions of the Restated Certificate.

The foregoing description of the Amended and Restated By-Laws is qualified by reference to the Amended and Restated By-Laws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

3.1 Fifth Amended and Restated Certificate of Incorporation

3.2 Amended and Restated Bylaws

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 thereunto duly authorized.

**APPLIED GENETIC TECHNOLOGIES
CORPORATION**

By: /s/ Susan B. Washer
Susan B. Washer
President and Chief Executive Officer

Date: April 1, 2014

Exhibit Index

| Exhibit No. | Description |
|----------------|---|
| 3.1 | Fifth Amended and Restated Certificate of Incorporation |
| 3.2 | Amended and Restated Bylaws |