

Ampio Pharmaceuticals, Inc.
Form 8-K
August 15, 2014

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): August 11, 2014

AMPIO PHARMACEUTICALS, INC.

(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35182
(Commission
File No.)
373 Inverness Parkway, Suite 200

26-0179592
(IRS Employer
Identification No.)

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Englewood, Colorado 80112

(Address of principal executive offices, including zip code)

(720) 437-6500

(Registrant's telephone number, including area code)

5445 DTC Parkway, Suite 925

Greenwood Village, Colorado 80111

(Former address of principal executive offices)

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 1.01 Entry into a Material Definitive Agreement.

The information set forth under Item 5.02 of this Current Report on Form 8-K is hereby incorporated in this Item 1.01 by reference.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Amendment of Employment Agreement with David Bar-Or, M.D.

On August 11, 2014, Ampio Pharmaceuticals, Inc. (the Company) entered into an amendment to the Employment Agreement, effective August 1, 2010, with David Bar-Or, M.D., the Chief Scientific Officer of the Company (the Bar-Or Amendment), and the Employment Agreement as amended, the Bar-Or Employment Agreement). Under the Bar-Or Amendment, the term of Dr. Bar-Or's Employment Agreement was extended through July 31, 2015. In addition, in connection with the Bar-Or Amendment, Dr. Bar-Or was granted an option to purchase 300,000 shares of the Company's common stock. The option is exercisable for a period of ten years at an exercise price per share equal to \$6.48, the quoted closing price of the Company's common stock on August 11, 2014. The option vests as follows: 150,000 shares on the date of grant and 150,000 shares on July 31, 2015, subject to vesting acceleration provisions in accordance with the Bar-Or Employment Agreement.

The description of the Bar-Or Amendment set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text thereof, which is attached hereto as Exhibit 10.1.

Amendment of Employment Agreement with Vaughan Clift, M.D.

On August 11, 2014, the Company entered into an amendment to the Employment Agreement, effective August 1, 2010, with Vaughan Clift, M.D., the Chief Regulatory Affairs Officer of the Company (the Clift Amendment), and the Employment Agreement as amended, the Clift Employment Agreement). Under the Clift Amendment, the term of Dr. Clift's Employment Agreement was extended through July 31, 2015. In addition, in connection with the Clift Amendment, Dr. Clift was granted an option to purchase 170,000 shares of the Company's common stock. The option is exercisable for a period of ten years at an exercise price per share equal to \$6.48, the quoted closing price of the Company's common stock on August 11, 2014. The option vests as follows: 85,000 shares on the date of grant and 85,000 shares on July 31, 2015, subject to vesting acceleration provisions in accordance with the Clift Employment Agreement.

The description of the Clift Amendment set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text thereof, which is attached hereto as Exhibit 10.2.

Item 9.01 Financial Statements and Exhibits.

| Exhibit Number | Description |
|-------------------|--|
| 10.1 | Amendment to Employment Agreement between Ampio Pharmaceuticals, Inc. and David Bar-Or, M.D., dated August 11, 2014 |
| 10.2 | Amendment to Employment Agreement between Ampio Pharmaceuticals, Inc. and Vaughan Clift, M.D., dated August 11, 2014 |

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 hereunto duly authorized.

AMPIO PHARMACEUTICALS, INC.

By: /s/ Gregory A. Gould
Gregory A. Gould

Chief Financial Officer

Dated: August 15, 2014

EXHIBIT INDEX

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