

KERYX BIOPHARMACEUTICALS INC
Form 8-K
February 05, 2013

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): **January 30, 2013**

Keryx Biopharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware **000-30929** **13-4087132**
(State or Other Jurisdiction (Commission File Number) (IRS Employer Identification No.)
of Incorporation)

750 Lexington Avenue

New York, New York 10022

(Address of Principal Executive Offices)

(212) 531-5965

(Registrant's telephone number, including area 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:

- Written communications pursuant to Rule 425 under the Securities Act.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Item 8.01. Other Events.

On January 30, 2013, Keryx Biopharmaceuticals, Inc. (“Keryx” or the “Company”) entered into an underwriting agreement with J.P. Morgan Securities LLC, as representative of the several underwriters named therein (the “Underwriters”). Pursuant to the underwriting agreement, the Company agreed to sell to the Underwriters, and the Underwriters agreed to purchase for resale to the public, 9,469,100 shares of the Company’s Common Stock, \$.001 par value per share (the “Shares”). A copy of the underwriting agreement is attached hereto as Exhibit 1.1 and is incorporated by reference herein. The sale of the Shares is expected to close on February 5, 2013. Alston & Bird LLP, counsel to the Company, delivered an opinion as to the validity of the Shares, a copy of which is attached hereto as Exhibit 5.1 and is incorporated by reference herein. The sale of the Shares was registered pursuant to Registration Statements (Nos. 333-171517 and 333-186332) on Form S-3 and Form S-3MEF, respectively, and filed by the Company with the Securities and Exchange Commission. This Current Report on Form 8-K is being filed to incorporate the underwriting agreement and opinion by reference into such Registration Statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed as part of this report:

Exhibit Number	Description
1.1	Underwriting Agreement, dated as of January 30, 2013, between Keryx Biopharmaceuticals, Inc. and J.P. Morgan Securities LLC, as representative of the several underwriters named therein.
5.1	Opinion of Alston & Bird LLP.

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.

KERYX
BIOPHARMACEUTICALS,
INC.
(Registrant)

Date: February 5, 2013 By: /s/ James Oliviero
Name: James Oliviero
Title: Chief Financial
Officer