

INSMED INC  
Form 8-K  
September 28, 2012

**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, 2012

**INSMED INCORPORATED**

(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction  
of incorporation)

0-30739  
(Commission  
File Number)

54-1972729  
(I.R.S. Employer  
Identification No.)

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9 Deer Park Drive, Suite C,

Monmouth Junction, New Jersey  
(Address of principal executive offices)

Registrant's telephone number, including area code: (732) 997-4600

08852  
(Zip 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:

- .. 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.**

On September 28, 2012, Insmmed Incorporated, a Virginia corporation (the Company), entered into securities purchase agreements with certain investors for their purchase of an aggregate of 6,304,102 shares of the Company's common stock at a purchase price of \$4.07 per share. The shares were offered and sold pursuant to a prospectus supplement, dated September 28, 2012, pursuant to the Company's effective shelf registration statement on Form S-3 (SEC File No. 333-182124). In connection with the offering, the Company expects to receive gross proceeds of approximately \$25.7 million. The closing of the sale and issuance of the Company's securities in the offering is expected to take place on September 28, 2012, subject to the satisfaction of customary closing conditions.

The foregoing descriptions of the subscription agreements do not purport to be complete and are qualified in their entirety by the form of the subscription agreement attached as Exhibit 10.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

The Company's press release, dated September 28, 2012, announcing the offering is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 8.01 Other Events.**

The Company filed a free writing prospectus with the Securities and Exchange Commission in connection with the offering, which is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 5.1         | Opinion of Pepper Hamilton LLP                           |
| 10.1        | Form Subscription Agreement                              |
| 23.1        | Consent of Pepper Hamilton LLP (included in Exhibit 5.1) |
| 99.1        | Press Release, dated September 28, 2012                  |
| 99.2        | Free Writing Prospectus                                  |

**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 hereunto duly authorized.

Date: September 28, 2012

INSMED INCORPORATED

By: /s/ Andrea Holtzman Drucker  
Name: Andrea Holtzman Drucker  
Title: Senior Vice President, General Counsel and  
Corporate Secretary

**Exhibit Index**

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