

ACCELERON PHARMA INC
Form 8-K
November 03, 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): November 3, 2016

ACCELERON PHARMA INC.
(Exact name of Registrant as specified in its charter)

Delaware 001-36065 27-0072226
(State or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification Number)

128 Sidney Street
Cambridge, MA 02139
(Address of principal (Zip Code)
executive offices)

Registrant's telephone number, including area code: (617) 649-9200

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))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02 Results of Operations and Financial Condition.

On November 3, 2016, Acceleron Pharma Inc. (the "Company") issued a press release announcing its financial results for the fiscal quarter ended September 30, 2016. A copy of the press release is furnished as Exhibit 99.1 hereto.

The information contained in this Item, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for any purpose, and shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in any such filing.

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

Resignation and Consulting Agreement of John L. Knopf

On November 3, 2016 in connection with his previously announced retirement, John L. Knopf, the Company's President, Chief Executive Officer and director formally resigned from each of such positions to be effective as of November 30, 2016. Dr. Knopf's resignation was not caused by any disagreement with the Company.

Also on November 3, 2016, the Company and Dr. Knopf entered into a consulting agreement (the "Consulting Agreement"), pursuant to which Dr. Knopf will provide consulting services to the Company and serve as the Chair of the Company's Scientific Advisory Board, up to a maximum of 1.5 days per week. Dr. Knopf's position as a consultant and Chair of the Scientific Advisory Board will be effective as of December 1, 2016 and will continue until terminated by the Company or Dr. Knopf at any time, with or without cause. In exchange for Dr. Knopf's services, the Company will pay Dr. Knopf \$100,000 per year. Dr. Knopf's outstanding equity awards will be administered pursuant to the applicable equity plans and award agreements.

In addition, the Consulting Agreement contains certain restrictive covenants, including non-competition, non-solicitation and confidentiality provisions, for the benefit of the Company. The foregoing summary of certain terms of the Consulting Agreement is qualified in its entirety by the terms of the Consulting Agreement, which is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Consulting Agreement, by and between John L. Knopf, Ph.D. and Acceleron Pharma Inc., dated as of November 3, 2016

99.1 Press Release of Acceleron Pharma Inc. dated November 3, 2016

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.

ACCELERON PHARMA INC.

By: /s/ John Quisel, J.D., Ph.D.
John Quisel, J.D., Ph.D.
Senior Vice President and General Counsel

Date: November 3, 2016

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(e)

CUSIP Number
See cover page.

Item 3.

If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a)

Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);

(b)

Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c)

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Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d)

Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e)

An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f)

An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g)

A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);

(h)

A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i)

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j)

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A non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J);

(k)

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Group, in accordance with § 240.13d 1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d 1(b)(1)(ii)(J), please specify the type of institution: _____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
 - See No. 9 on page 2.
- (b) Percent of class:
 - See No. 11 on page 2.
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote
 - See No. 5 on page 2.
 - (ii) Shared power to vote or to direct the vote
 - See No. 6 on page 2.
 - (iii) Sole power to dispose or to direct the disposition of
 - See No. 7 on page 2.
 - (iv) Shared power to dispose or to direct the disposition of
 - See No. 8 on page 2.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Securities reported on this Schedule 13G as being beneficially owned by Lord, Abbett & Co. LLC are held on behalf on investment advisory clients, which may include investment companies registered under the Investment Company Act, employee benefit plans, pension funds or other institutional clients.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10.

Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009
Date

/s/ Lawrence H. Kaplan
Signature

Lawrence H. Kaplan/General Counsel
Name/Title