

ZIOPHARM ONCOLOGY INC  
Form 8-K  
October 22, 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): October 22, 2013**

**ZIOPHARM Oncology, Inc.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-33038**  
**(Commission**  
**File Number)**

**84-1475672**  
**(IRS Employer**  
**Identification No.)**

**1180 Avenue of the Americas**  
**Suite 2020**  
**New York, NY**  
**(Address of Principal Executive Offices)**

**(646) 214-0700**

**10036**  
**(Zip Code)**

**(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 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 7.01 Regulation FD Disclosure**

On October 22, 2013, ZIOPHARM Oncology, Inc., or the Company, issued a press release announcing that it intends to commence an underwritten public offering of \$50,000,000 of shares of its common stock. J.P. Morgan Securities LLC will act as sole book-running manager for the proposed offering. The Company intends to grant the underwriters a 30-day option to purchase up to \$7,500,000 of additional shares.

A copy of the above referenced press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. This information, including the information contained in the press release furnished as Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any of the Company's filings, whether made before or after the date hereof, regardless of any general incorporation language in any such filing.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits.*

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Press Release, dated October 22, 2013

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.

ZIOPHARM Oncology, Inc.

By: /s/ Caesar Belbel

Name: Caesar Belbel

Title: Executive Vice President, Chief Legal Officer and Secretary

Date: October 22, 2013

**INDEX OF EXHIBITS**

<b>Exhibit No.</b>	<b>Description</b>
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