

ONCOSEC MEDICAL Inc  
Form 8-K  
March 16, 2011

**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): **March 14, 2011**

**OncoSec Medical Incorporated**

(Exact name of registrant as specified in its charter)

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

**333-153308**  
(Commission  
File Number)

**98-0573252**  
(I.R.S. Employer  
Identification No.)

**8th Floor-200 South Virginia Street, Reno, NV 89501**

(Address of principal executive offices) (Zip Code)

**(775) 562-0504**

(Registrant's telephone number, including area code)

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**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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

We entered into an asset purchase agreement (the **Agreement**) dated March 14, 2011 with Inovio Pharmaceuticals, Inc. (**Inovio**), whereby we have agreed to acquire, among other things,:

- (a) certain equipment, machinery, inventory and other tangible assets of Inovio related to the SECTA Technology;
- (b) certain engineering and quality documentation of Inovio related to the SECTA Technology;
- (c) the Assignment of certain Contracts (the **Assigned Contracts**) related to the SECTA Technology; and
- (d) certain of Inovio's patents, including patent applications, and trademarks, and all goodwill associated therewith related to the SECTA Technology (the **Assigned IP**).

(the **Purchased Assets**)

We will pay Inovio an undisclosed purchase price for the Purchased Assets and cash fees and a royalty on commercial product sales related to the SECTA Technology.

In addition, pursuant to a cross-license agreement dated March 14, 2011 with Inovio, we will also grant Inovio a fully paid-up, exclusive, worldwide license to certain of the SECTA Technology patents in the field of use of electroporation to deliver genes and/or nucleic acids, outside of those encoding cytokines as active agent only. Inovio will also grant us a non-exclusive, worldwide license to certain non-SECTA Technology patents for consideration of the following:

- (a) a fee for any sublicense of the Inovio Technology;
- (b) a royalty on net sales of any business we develop with the Inovio Technology; and
- (c) we must repay Inovio for any amount Inovio pays to the licensor of the Inovio Technology that is a direct result of the license.

We will also agree not to transfer this non-exclusive license apart from the Assigned IP.

**Item 9.01**      **Financial Statements and Exhibits.**

(d)              *Exhibits*

99.1            News Release dated March 15, 2011

**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.

**ONCOSEC MEDICAL INCORPORATED**

By:

/s/ Punit Dhillon  
Punit Dhillon  
President and Chief Executive Officer

Date: March 16, 2011