

Ampio Pharmaceuticals, Inc.
Form 8-K
December 29, 2014

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): December 20, 2014

AMPIO PHARMACEUTICALS, INC.

(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35182
(Commission
File No.)
373 Inverness Parkway, Suite 200

26-0179592
(IRS Employer
Identification No.)

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Englewood, Colorado 80112

(Address of principal executive offices, including zip code)

(720) 437-6500

(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 (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))
- .. 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.

The information set forth under Item 5.02 of this Current Report on Form 8-K is hereby incorporated in this Item 1.01 by reference.

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

Amendment of Employment Agreement with Michael Macaluso

On December 20, 2014, Ampio Pharmaceuticals, Inc. (the Company) entered into an amendment to the Employment Agreement, effective January 9, 2012, with Michael Macaluso, the Chief Executive Officer of the Company (the Amendment , and the Employment Agreement as amended, the Employment Agreement). Under the Amendment, the term of Mr. Macaluso s Employment Agreement was extended through January 9, 2017. In addition, in connection with the Amendment, Mr. Macaluso was granted an option to purchase 400,000 shares of the Company s common stock. The option is exercisable for a period of ten years at an exercise price per share equal to \$3.46, the quoted closing price of the Company s common stock on December 19, 2014. The option vests as follows: 133,333 shares vest on each of January 1, 2015 and January 1, 2016 and 133,334 shares vest on January 1, 2017, subject to vesting acceleration provisions in accordance with the Employment Agreement.

The description of the Amendment set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text thereof, which is attached hereto as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 10.1 | Amendment to Employment Agreement between Ampio Pharmaceuticals, Inc. and Michael Macaluso, dated December 20, 2014 |

SIGNATURE

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.

AMPIO PHARMACEUTICALS, INC.

By: /s/ Gregory A. Gould
Gregory A. Gould
Chief Financial Officer

Dated: December 29, 2014

EXHIBIT INDEX

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