

Regulus Therapeutics Inc.
Form 8-K
February 01, 2019

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): January 31, 2019

Regulus Therapeutics Inc.

(Exact name of registrant as specified in its charter)

| | | |
|-----------------------------------|--|---|
| Delaware (State | 001-35670 (Commission | 26-4738379 (IRS Employer |
| of incorporation) | File No.) | Identification No.) |
| 10614 Science Center Drive | | 92121 |

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San Diego, CA

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (858) 202-6300

N/A

(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))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On January 31, 2019, we entered into an amendment to our Loan and Security Agreement (the Fifth Amendment) with Oxford Finance LLC, as the collateral agent and a lender (the Lender), dated June 17, 2016, as amended, pursuant to which the Lender lent us \$20.0 million in a term loan (the Term Loan).

Pursuant to the terms of the Fifth Amendment, our required monthly payment to the Lender for the month of February 2019 is comprised of interest only. Amortization payments will recommence in March 2019.

The maturity date of the Term Loan remains unchanged and the Term Loan is required to be paid in full on June 1, 2020.

The foregoing is only a summary of the material terms of the Fifth Amendment, does not purport to be complete and is qualified in its entirety by reference to the full text of the Fifth Amendment, a copy of which is attached to this report as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits.

(d)

**Exhibit
Number**

Description

| | |
|------|--|
| 10.1 | <u>Fifth Amendment to Loan and Security Agreement, dated January 31, 2019, by and between the Registrant and Oxford Finance LLC.</u> |
|------|--|

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.

Regulus Therapeutics Inc.

Date: February 1, 2019

By: /s/ Joseph P. Hagan
Joseph P. Hagan
President and Chief Executive Officer