

CERUS CORP  
Form 8-K  
March 14, 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): March 14, 2013

**CERUS CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other

jurisdiction of incorporation)

000-21937  
(Commission File No.)

68-0262011  
(IRS Employer Identification No.)

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2550 Stanwell Drive

Concord, California 94520

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (925) 288-6000

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 8.01 Other Events.**

On March 14, 2013, Cerus Corporation ( Cerus, we, our or us ) entered into an underwriting agreement (the Underwriting Agreement ) with Cowen and Company, LLC, as representative of the several underwriters named therein (collectively, the Underwriters ), relating to the issuance and sale of 8,333,333 shares of our common stock, par value \$0.001 per share. The price to the public in this offering is \$4.20 per share and the Underwriters have agreed pursuant to the Underwriting Agreement to purchase the first 3,833,333 shares at a price of \$4.116 per share and the remaining 4,500,000 shares at a price of \$3.948 per share. The net proceeds to us from this offering are expected to be approximately \$33.1 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by us. The closing of the offering is expected to take place on or about March 19, 2013, subject to customary closing conditions. In addition, under the terms of the Underwriting Agreement, we have granted the Underwriters an option, exercisable for 30 days, to purchase up to an additional 1,250,000 shares of common stock at a price of \$3.948 per share to cover overallocments, if any.

The Underwriting Agreement contains customary representations, warranties and agreements by us, customary conditions to closing, indemnification obligations of Cerus and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties.

The offering is being made pursuant to a registration statement on Form S-3 previously filed with and declared effective by the Securities and Exchange Commission (the SEC ) and a prospectus supplement thereunder. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report, and the foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit. A copy of the opinion of Cooley LLP relating to the legality of the issuance and sale of the shares in the offering is attached as Exhibit 5.1 hereto.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated March 14, 2013, by and between Cerus and Cowen and Company, LLC, as representative of the several underwriters named therein.
5.1	Opinion of Cooley LLP.
23.1	Consent of Cooley LLP (included in Exhibit 5.1).

*Forward-Looking Statements*

This report contains forward-looking statements. Any statements contained in this report that are not statements of historical fact may be deemed to be forward-looking statements, including, without limitation, statements relating to Cerus' public offering and the expected net proceeds therefrom. These forward-looking statements are based upon Cerus' current expectations. Actual results could differ materially from these forward-looking statements as a result of certain factors, including, without limitation, risks related to market conditions and the satisfaction of customary closing conditions related to the public offering, and other risks detailed in Cerus' filings with the SEC, including in Cerus' annual report on Form 10-K for the year ended December 31, 2012, filed with the SEC on March 12, 2013. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Cerus does not undertake any obligation to update any forward-looking statements as a result of new information, future events, changed assumptions or otherwise.

**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.

**CERUS CORPORATION**

Dated: March 14, 2013

By: /s/ Kevin D. Green  
Kevin D. Green  
Vice President, Finance and Chief Financial Officer

**EXHIBIT INDEX**

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