

TETRAPHASE PHARMACEUTICALS INC

Form 8-K

March 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 25, 2013

Tetraphase Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35837
(Commission

File Number)

20-5276217
(IRS Employer

Identification No.)

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480 Arsenal Street, Suite 110, Watertown, Massachusetts
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (617) 715-3600

02472
(Zip Code)

(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))

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 25, 2013, Tetraphase Pharmaceuticals, Inc. (the Company) filed a restated certificate of incorporation (the Restated Certificate) with the Secretary of State of the State of Delaware in connection with closing of the initial public offering (the IPO) of shares of its common stock. The Company's board of directors and stockholders previously approved the Restated Certificate to be filed in connection with, and to be effective upon, the closing of the IPO.

The Restated Certificate amends and restates the Company's certificate of incorporation in its entirety to, among other things: (i) reduce the authorized number of shares of common stock to 125,000,000 shares; (ii) eliminate all references to the previously existing series of preferred stock; (iii) authorize 5,000,000 shares of undesignated preferred stock that may be issued from time to time by the Company's board of directors in one or more series; (iv) establish a classified board of directors, divided into three classes, each of whose members will serve for staggered three-year terms; (v) provide that directors may be removed from office only for cause and only upon the affirmative vote of the holders of at least 75% of the votes that all of the Company's stockholders would be entitled to cast in an annual election of directors; and (vi) eliminate the ability of the Company's stockholders to take action by written consent in lieu of a meeting and call special meetings of stockholders.

The foregoing description of the amendments made by the Restated Certificate is qualified by reference to the Restated Certificate, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On March 25, 2013, in connection with the closing of the IPO, amended and restated by-laws of the Company (the Amended and Restated By-Laws), previously approved by the Company's board of directors and stockholders to become effective immediately following the closing of the IPO, became effective. The Amended and Restated By-Laws amend and restate the Company's by-laws in their entirety to, among other things: (i) eliminate the ability of the Company's stockholders to take action by written consent in lieu of a meeting and call special meetings of stockholders; (ii) establish procedures relating to the presentation of stockholder proposals at stockholder meetings; (iii) establish procedures relating to the nomination of directors; and (iv) conform to the amended provisions of the Restated Certificate.

The foregoing description of the amendments made in the Amended and Restated By-Laws is qualified by reference to the Amended and Restated By-Laws, a copy of which is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Restated Certificate of Incorporation of Tetraphase Pharmaceuticals, Inc.
3.2	Amended and Restated By-Laws of Tetraphase Pharmaceuticals, Inc.

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.

TETRAPHASE PHARMACEUTICALS, INC.

Date: March 28, 2013

By: /s/ David C. Lubner

David C. Lubner
Senior Vice President and Chief Financial Officer

EXHIBIT INDEX

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