

PROGENICS PHARMACEUTICALS INC
Form 8-K
February 20, 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): February 20, 2014

Progenics Pharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

000-23143
(Commission

File Number)

13-3379479
(IRS Employer

Identification No.)

777 Old Saw Mill River Road, Tarrytown, New York
(Address of Principal Executive Offices)

10591
(Zip Code)

Registrant's telephone number, including area code: (914) 789-2800

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 7.01 Regulation FD Disclosure.

Progenics Pharmaceuticals, Inc. today announced that it is offering to sell, subject to market and other conditions, shares of its common stock in an underwritten public offering. Jefferies LLC is acting as sole book-running manager for the proposed offering. In addition, Progenics intends to grant the underwriter a 30-day option to purchase additional shares of common stock on the same terms and conditions. All of the shares to be sold in the offering are to be sold by Progenics. Progenics intends to use the net proceeds from the offering for research and development and general corporate purposes, including possible acquisitions, in-licenses and other complementary investments.

A registration statement filed with the U.S. Securities and Exchange Commission has been declared effective by the SEC. A preliminary prospectus supplement relating to the offering has also been filed with the SEC. This Report does not constitute an offer to sell, or the solicitation of an offer to buy, these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale is not permitted. Any offer, if at all, will be made only by means of a prospectus, including the prospectus supplement, forming part of the effective shelf registration statement.

A copy of the Company's press release is furnished herewith as Exhibit 99.1 to this Report.

Forward-Looking Statements

This Report contains forward-looking statements made pursuant to the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Such forward-looking statements include statements concerning the completion, timing and size of the offering and other statements that are other than statements of historical facts. These statements involve significant risks and uncertainties. These statements reflect Progenics' current expectations concerning future events, and actual events could differ materially from those anticipated as a result of many factors, including, but not limited to, the risk that the offering may be delayed or may not occur due to market or other conditions and/or to customary closing conditions related to the offering not being satisfied. Additional information concerning these and other factors that may cause actual events to differ materially from those anticipated is contained in the Risk Factors section of the Progenics 2012 Annual Report on Form 10-K, and particularly in Amendment No. 2 thereto on Form 10-K/A filed on January 17, 2014, its other periodic reports and filings with the SEC and in the prospectus supplements related to the offering. Investors should not place undue reliance on forward-looking statements contained in this Report or elsewhere. All forward-looking statements are based on information currently available to Progenics, and Progenics undertakes no obligation to revise or update them to reflect events or circumstances after the date of this Report, except as required by law.

Item 9.01 Financial Statements and Exhibits.

Exhibit

No.	Description
99.1	Press release dated February 20, 2014.

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.

**PROGENICS PHARMACEUTICALS,
INC.**

**By: /s/ ANGELO W. LOVALLO, JR.
Angelo W. Lovallo, Jr.
Vice President, Finance & Treasurer
(Principal Financial and Accounting
Officer)**

Date: February 20, 2014

EXHIBIT INDEX

Exhibit

No.	Description
99.1	Press release dated February 20, 2014.