

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**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 9, 2015**

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**CAPRICOR THERAPEUTICS, INC.**

(Exact name of Registrant as Specified in its Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34058**  
(Commission  
File Number)

**88-0363465**  
(I.R.S. Employer  
Identification No.)

**8840 Wilshire Blvd., 2nd Floor, Beverly Hills, CA**  
(Address of principal executive offices)

**90211**  
(Zip Code)

**(310) 358-3200**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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:

- 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))
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### **Item 1.01. Entry into a Material Definitive Agreement.**

#### Private Placement

On January 9, 2015, Capricor Therapeutics, Inc. (the “Company”) entered into a Share Purchase Agreement (the “Purchase Agreement”) with select investors (the “Investors”), pursuant to which the Company became obligated to sell to the Investors, and the Investors became obligated to purchase from the Company, in a private placement (the “Private Placement”), an aggregate of 2,839,045 shares of the common stock of the Company, par value \$0.001 per share (the “Common Stock”), at a price per share of \$3.52 (the “Shares”) for an aggregate purchase price of approximately \$10,000,000 (the “Purchase Price”). The Company expects to receive the aggregate Purchase Price from the Investors on or about January 13, 2015.

In connection with entering into the Purchase Agreement, the Company also entered into a Registration Rights Agreement with the Investors (the “Registration Rights Agreement”). Pursuant to the terms of the Registration Rights Agreement, the Company is obligated (i) to prepare and file with the Securities and Exchange Commission (the “SEC”) a registration statement (the “Registration Statement”) to register for resale the Shares, and (ii) to use its reasonable best efforts to cause the Registration Statement to be declared effective by the SEC as soon as practicable, in each case subject to certain deadlines.

The terms of the Purchase Agreement and the Registration Rights Agreement will be more fully described in an amendment to this Current Report on Form 8-K to be filed following the receipt of the aggregate Purchase Price by the Company. Copies of the Purchase Agreement and the Registration Rights Agreement will be filed as exhibits to such amendment.

### **Item 3.02. Unregistered Sales of Equity Securities.**

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02 in its entirety. The Private Placement is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance on Section 4(2) thereof and Rule 506 of Regulation D thereunder and corresponding provisions of state securities or “blue sky” laws. Each Investor represented to the Company that it is acquiring the Shares for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. Accordingly, the Shares have not been registered under the Securities Act and such Shares may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act and any applicable state securities laws. Neither this Current Report on Form 8-K nor any exhibit attached hereto is an offer to sell or the solicitation of an offer to buy shares of Common Stock or other securities of the Company.

### **Item 8.01. Other Events.**

On January 12, 2015, the Company issued the press release attached as Exhibit 99.1 to this Current Report on Form 8-K regarding the Private Placement.

### **Item 9.01. Financial Statements and Exhibits.**

#### **(d) Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued by Capricor Therapeutics, Inc. on January 12, 2015, announcing the Private Placement.

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**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.

**CAPRICOR THERAPEUTICS, INC.**

Date: January 12, 2015

By: /s/ Linda Marbán, Ph.D.

Linda Marbán, Ph.D.

Chief Executive Officer

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**Exhibit Index**

**Exhibit Number    Description**

99.1            Press Release issued by Capricor Therapeutics, Inc. on January 12, 2015, announcing the Private Placement.

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## Capricor Therapeutics Announces \$10 Million Private Placement of Common Stock

**Investors include: Cedars-Sinai Medical Center, CureDuchenne Ventures LLC, Select Board Members and Capricor Management**

**LOS ANGELES, January 12, 2015** – [Capricor Therapeutics, Inc.](#) (OTCBB: CAPR), a biotechnology company focused on developing novel therapeutics for the treatment of cardiovascular diseases, today announced that it has signed definitive agreements for the sale of approximately \$10.0 million of the Company's common stock to select investors at a price of \$3.52 per share. The placement agents for the financing were H.C. Wainwright & Co., LLC and SC&H Capital.

The common stock financing includes participation from Cedars-Sinai Medical Center, CureDuchenne Ventures LLC and several directors and officers of the Company. The net proceeds from the financing will be used primarily for working capital (including planned clinical trials) and general corporate purposes.

Dr. Linda Marbán, Chief Executive Officer of the Company, commented, "This latest round of financing provides the growth capital necessary to continue building our clinical programs, which include [CDCs](#) (ALLSTAR and DYNAMIC) and [Cenderitide](#) (natriuretic peptide). This capital raise will also fuel a clinical development program in our recently announced program to treat Duchenne Muscular Dystrophy (DMD) associated cardiomyopathy with CDCs, which we hope to be in the clinic in 2015. Furthermore, the support of Cedars-Sinai Medical Center and CureDuchenne Ventures LLC as well as our Board members is a testimony to the promise of Capricor and the progress we have made to date. In the coming year, the Capricor team will remain focused on executing on our clinical strategy, strengthening our operational team, and working to develop additional strategic relationships with key partners."

Additionally, Dr. Linda Marbán will present a Company update at the [7th Annual Biotech Showcase 2015](#) on Monday, January 12, 2015 at 10:30 a.m. PST in Mission II, 4th Floor at the Parc 55 Wyndham San Francisco – Union Square.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, shares of common stock or other securities.

### **About Capricor Therapeutics**

Capricor Therapeutics, Inc. (CAPR), a publicly traded biotechnology company, is focused on the development of novel therapeutics to prevent and treat heart disease. The Company has two leading product candidates: CAP-1002 and Cenderitide. The Company was formed through the November 2013 merger between Capricor, Inc., a privately held company whose mission is to improve the treatment of heart disease by commercializing cardiac stem cell therapies for patients, and Nile Therapeutics, Inc., a clinical-stage biopharmaceutical company developing innovative products for the treatment of cardiovascular diseases. For additional information visit [www.capricor.com](http://www.capricor.com).

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**Cautionary Note Regarding Forward-Looking Statements**

Statements in this press release regarding the efficacy, safety, and intended utilization of Capricor's product candidates; the conduct, size, timing and results of discovery efforts and clinical trials; plans regarding regulatory filings, future research and clinical trials; plans regarding current and future collaborative activities and the ownership of commercial rights; future royalty streams, and any other statements about Capricor's management team's future expectations, beliefs, goals, plans or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not statements of historical fact (including statements containing the words "believes," "plans," "could," "anticipates," "expects," "estimates," "should," "target," "will," "would" and similar expressions) should also be considered to be forward-looking statements. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements. More information about these and other risks that may impact our business are set forth in our Form 10-K for the year ended December 31, 2013, as filed with the Securities and Exchange Commission on March 31, 2014, in our Amendment No. 1 to Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on May 23, 2014, and in our Form 10-Q for the quarter ended September 30, 2014, as filed with the Securities and Exchange Commission on November 14, 2014. All forward-looking statements in this press release are based on information available to us as of the date hereof, and we assume no obligation to update these forward-looking statements.

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For more information, please contact:

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