

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)

February 2, 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 February 3, 2015, Capricor Therapeutics, Inc. (the “Company”) entered into a Share Purchase Agreement (the “Purchase Agreement”) with certain accredited 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 1,658,822 shares (the “Shares”) of the common stock of the Company, par value \$0.001 per share (the “Common Stock”), at a price per Share of \$4.25 for an aggregate purchase price of approximately \$7,050,000 (the “Purchase Price”).

In connection with the Private Placement, 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 (the “Form 8-K/A”) 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 the Form 8-K/A.

Prior to entering into the Purchase Agreement, the Company and certain investors entered into an Amendment to Share Purchase Agreement, dated as of February 2, 2015 (the “Amendment”), which amended certain provisions of the Share Purchase Agreement, dated as of January 9, 2015, by and between the Company and the purchasers identified on the signature pages thereto, which is filed as Exhibit 10.1 to the Company’s Amendment No. 1 to Current Report on Form 8-K/A, filed with the SEC on January 22, 2015. The Amendment will be filed as an exhibit to the upcoming Form 8-K/A.

### **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 Shares were offered and will be sold in transactions 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. Each Investor represented that it was an “accredited investor,” as defined in Regulation D, and 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. 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 the 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 February 4, 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>
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99.1	Press Release issued by Capricor Therapeutics, Inc. on February 4, 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: February 4, 2015

By: /s/ Linda Marbán, Ph.D.  
Linda Marbán, Ph.D.  
Chief Executive Officer

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Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release issued by Capricor Therapeutics, Inc. on February 4, 2015, announcing the Private Placement.

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## **Capricor Therapeutics Announces \$7 Million Private Placement of Common Stock**

**Institutional Investors include: Broadfin Capital, LLC and Sabby Capital, LLC**

LOS ANGELES, February 4, 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 \$7.0 million of the Company's common stock to select investors at a price of \$4.25 per share. The closing of the offering is expected to take place on or about February 9, 2015, subject to the satisfaction of customary closing conditions.

The common stock financing includes participation from Broadfin Capital, LLC, Sabby Capital, LLC and CureDuchenne Ventures, LLC. 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 along with our recently announced financing in early January adds approximately \$17.0 million in cash to our balance sheet this quarter as well as increasing our shareholders equity to what we believe meets NASDAQ listing requirements. It also provides additional growth capital for our clinical programs with [cardiosphere-derived cells \(CDCs\)](#) and [Cenderitide](#). Furthermore, we are delighted to count as shareholders, two of the most respected institutional biotechnology investors and to have CureDuchenne Ventures LLC express their additional support for our Duchenne clinical trials. Now that the Company has strengthened its balance sheet, Capricor is positioned to continue to focus on delivering on our clinical and operational goals."

H.C. Wainwright & Co., LLC acted as exclusive placement agent in connection with the offering.

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. Although the Company has applied for listing on the NASDAQ Capital Market, it cannot provide assurances that NASDAQ will ultimately approve the Company's application for listing on The NASDAQ Capital Market.

### **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).

### **About Broadfin Capital**

Broadfin Capital, LLC, is a New York-based global healthcare investment firm founded in 2005. Broadfin Capital invests in all the major subsectors of the healthcare industry and has a fundamental, value-oriented investment strategy coupled with a long-term investment horizon. The firm manages over \$1 billion in assets and invests with a focus on small and mid-capitalization companies.

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## **About Sabby Capital**

Sabby Capital, LLC, is a healthcare-dedicated public and private equity investor that focuses on small and mid-cap investment opportunities in the biotechnology, pharmaceutical, and medical device sectors. The firm seeks to identify companies with underappreciated assets that can drive above-trend long-term growth.

## **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:

### **Capricor Therapeutics, Inc.**

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