

BIOCRYST PHARMACEUTICALS INC

Form 8-K

November 24, 2009

**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): November 19, 2009  
BioCryst Pharmaceuticals, Inc.  
(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-23186**  
(Commission  
File Number)

**62-1413174**  
(IRS Employer  
Identification No.)

**2190 Parkway Lake Drive, Birmingham,**  
**Alabama**  
(Address of Principal Executive Offices)

**35244**  
(Zip Code)

**(205) 444-4600**

(Registrant's telephone number, including area 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 210.14d-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 November 19, 2009, BioCryst Pharmaceuticals, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley & Co. Incorporated, acting on behalf of itself individually and as representative of the several underwriters named in the Underwriting Agreement (the Underwriters ), for the sale by the Company of 5 million shares of its common stock at a public offering price of \$9.75 per share. The Company also granted the Underwriters the right to purchase an additional 750,000 shares of common stock, solely for the purpose of covering over-allotments, within 30 days after November 19, 2009. The offering of the shares of common stock is expected to close on November 25, 2009, subject to customary closing conditions.

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

(d) *Exhibits*

**Exhibit No. Description**

1.1 Underwriting Agreement, dated November 19, 2009, between the Company and Morgan Stanley & Co. Incorporated, as representative of the several underwriters named therein.

5.1 Opinion of Gibson, Dunn & Crutcher LLP.

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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.

Dated: November 24, 2009

**BioCryst Pharmaceuticals, Inc.**

By: /s/ Alane Barnes  
Alane Barnes  
General Counsel, Corporate Secretary

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**EXHIBIT INDEX**

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