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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): December 14, 2014**

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**SORRENTO THERAPEUTICS, INC.**  
(Exact name of registrant as specified in its charter)

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

**001-36150**  
(Commission  
File Number)

**33-0344842**  
(IRS Employer  
Identification No.)

**6042 Cornerstone Ct. West, Suite B**  
**San Diego, CA 92121**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (858) 210-3700**

(Former name or former address, if changed since last report)

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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 communication 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.**

On December 14, 2014 (the “Closing Date”), Sorrento Therapeutics, Inc. (the “Company”) entered into a securities purchase agreement (the “Purchase Agreement”) with an affiliated entity of Dr. Patrick Soon-Shiong (the “Investor”) pursuant to which the Company agreed to issue and sell to the Investor an aggregate of 7,188,061 shares of the Company’s common stock at a price of \$5.80 per share for an aggregate purchase price of \$41,690,754. In connection with the Purchase Agreement, the Investor received a warrant to purchase 1,724,138 shares of the Company’s Common Stock (the “Warrant”). The Warrant is exercisable for a period of three years from the date of issuance at an initial exercise price of \$5.80 per share. The exercise price of the Warrant is subject to customary adjustments provisions for stock splits, stock dividends, recapitalizations and the like.

The Investor may give notice to the Company at any time on or after the 120 day anniversary of the Closing Date (the “Registration Notice”) stating that the Investor is exercising its right for the Company to file a registration statement registering for resale the shares of common stock: (i) issued pursuant to the Agreement, and (ii) issuable upon exercise of the Warrant. The Company shall be obligated to file the registration statement as soon as practicable, but in no event more than sixty (60) days after the date of the Registration Notice.

Prior to the earlier to occur of (a) six months following the Closing Date and (b) the date of the Company’s 2015 annual meeting of stockholders (the “Restricted Period”), neither the Investor nor any of its affiliates or representatives (collectively, the “Investor Group”) will (a) acquire or offer to acquire, seek, propose or agree to acquire, or make a proposal to acquire, by means of a purchase, tender or exchange offer, merger, business combination or in any other manner, beneficial ownership of the Company (or any of its securities) or of any assets or property thereof, including, in each case, any rights or options to acquire such ownership (including from any third person); (b) make or in any way participate in any “solicitation” of “proxies” (as such terms are used in the rules of the Securities and Exchange Commission) to vote, or seek to advise or influence any person or entity with respect to the voting of, or grant of consents with respect to, any voting securities of the Company; (c) make any public announcement with respect to, or solicit or submit a proposal for, or offer of (with or without conditions), any merger, business combination, recapitalization, reorganization, purchase of a material portion of the assets and properties of or other similar extraordinary transaction involving the Company or any of its respective securities; (d) form, join or in any way participate in a “group” (as defined in Section 13(d)(3) of the Securities Exchange Act of 1934, as amended) with respect to any securities of Sorrento or otherwise in connection with any of the foregoing; (e) otherwise act, alone or in concert with others, to seek to control or influence the management, board of directors or policies of the Company; (f) disclose any intention, plan or arrangement inconsistent with any of the foregoing; (g) advise, assist or encourage, or join with, any other persons in connection with any of the actions or matters referred to in clauses (a) through (f); or (h) agree to take any of the actions or matters referred to in clauses (a) through (g).

The securities were offered and sold to subscribers in reliance upon exemptions from registration pursuant to Section 4(a)(2) under the Securities Act of 1933, as amended, and Rule 506(b) promulgated thereunder. The Investor represented itself as an accredited investor (as defined by Rule 501 under the Securities Act of 1933, as amended). The securities referred to herein have not been registered under the Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This Current Report on Form 8-K is not and shall not be deemed to be an offer to sell or the solicitation of an offer to buy any of the securities described herein.

The foregoing information is a summary of the agreements involved in the transactions described above, is not complete, and is qualified in its entirety by reference to the full text of such agreements, copies of which will be attached as exhibits to Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2014. Readers should review such agreements for a complete understanding of the terms and conditions associated with this transaction.

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

The information set forth in response to Item 1.01 of this Current Report on Form 8-K is incorporated by reference in response to this Item 3.02.

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

On December 15, 2014, the Company issued a press release announcing the entry into to the Purchase Agreement. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

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

**(d) Exhibits.**

The following exhibit is filed with this Current Report on Form 8-K:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Sorrento Therapeutics, Inc., dated December 15, 2014

SIGNATURE

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: December 15, 2014

SORRENTO THERAPEUTICS, INC.

By: /s/ Richard Vincent

Name: Richard Vincent

Title: Executive Vice President, Chief  
Financial Officer and Secretary

**SORRENTO ANNOUNCES STRATEGIC INVESTMENT BY AND COLLABORATION WITH NANTWORKS  
FOUNDER DR. PATRICK SOON-SHIONG FOR THE ADVANCEMENT OF CANCER IMMUNOTHERAPIES**

San Diego, CA - Dec. 15, 2014 — Sorrento Therapeutics, Inc. (NASDAQ: SRNE; Sorrento), an oncology company developing new treatments for cancer and associated pain, announced today that it has entered into a binding agreement with NantWorks founder, physician scientist, and biotechnology entrepreneur Dr. Patrick Soon-Shiong.

Under the terms of the agreement, NantWorks and Sorrento will establish a global strategic collaboration to jointly develop next generation immunotherapies for the treatment of cancer and auto-immune diseases. NantWorks, through a subsidiary, and Sorrento intend to establish the first joint venture – “The Immunotherapy Antibody JV” – as an independent biotechnology company with \$20 million initial joint funding. As part of a strategic investment, Dr. Soon-Shiong’s affiliated entity will acquire a 19.9% equity stake in Sorrento by purchasing common stock priced at \$5.80 per share, Sorrento’s closing sale price on Friday, December 12, 2014. In addition, Sorrento granted the purchaser a 3-year warrant to purchase 1,724,138 shares of common stock at an exercise price of \$5.80 per share.

The Immunotherapy Antibody JV will focus on accelerating the development of multiple immuno-oncology monoclonal antibodies (mAbs) for the treatment of cancer, including but not limited to anti-PD-1, anti-PD-L1, anti-CTLA4 mAbs, and other immune-check point antibodies as well as antibody drug conjugates (ADCs) and bispecific antibodies. The immuno-oncology field has emerged as the one of most exciting and fastest developing pharmaceutical market. Immunomodulatory antibodies help the cancer patient’s own immune system to fight the disease and are being developed for the treatment of a number of solid tumors. They have demonstrated therapeutic potential in difficult-to-treat cancers, such as metastatic melanoma and non-small cell lung cancer (NSCLC). A recent forecast by Citigroup predicts this market to become the biggest blockbuster drug class in history with potential sales of up to \$35 billion a year over the next 10 years.

“We are extremely pleased to be working with Dr. Patrick-Soon Shiong and NantWorks. The investment into Sorrento and future formation of the JV with NantWorks further validate our G-MAB antibody technology and underscore Sorrento’s commitment to seeking strategic alliances in bringing its diverse portfolio of fully human monoclonal antibodies, ADCs, and bispecific antibodies into the clinic,” said Dr. Henry Ji, President and CEO of Sorrento. “Our innovative collaboration will unite Sorrento’s capability to develop complex biologics with NantWorks proprietary genomic and personalized medicine technologies. We share NantWorks’ enthusiasm for the potential of our JV to produce a pipeline of immuno-oncology products to address unmet needs of cancer treatment.”

“Combining NantWorks’ cutting edge expertise in genomic and molecular profiling of cancer patients and Sorrento’s industry-leading G-MAB antibody technology, we believe will enable us to develop multiple novel therapies for malignant disorders where there is currently a significant unmet need. Through this partnership, it is our goal to provide relief for millions of people who today have limited treatment options. This will be a model relationship aligned to accelerate development and production of novel cancer immunotherapies. We look forward to working closely with Sorrento’s team,” said Dr. Patrick Soon-Shiong, CEO and Founder of NantWorks.

## **About NantWorks**

NantWorks, LLC, founded by renowned physician scientist and inventor of the first human nanoparticle chemotherapeutic agent Abraxane<sup>®</sup>, Dr. Patrick Soon-Shiong, is the umbrella organization for the following entities: NantHealth, NantMobile, NantMedia, NantOmics, NantBioScience, NantBioCell, NantPharma, NantCapital and NantCloud. Fact-based and solution-driven, each of NantWorks' division entities operates at the nexus of innovation and infrastructure.

The core mission of NantWorks is convergence: to develop and deliver a diverse range of technologies that accelerates innovation, broaden the scope of scientific discovery, enhance groundbreaking research, and improve healthcare treatment for those in need. NantWorks is building an integrated fact-based, genomically-informed, personalized approach to the delivery of care and the development of next generation diagnostics and therapeutics.

## **About Sorrento Therapeutics, Inc.**

Sorrento is an oncology company developing new treatments for cancer and associated pain. Sorrento's most advanced asset Cynviloq<sup>™</sup>, the next-generation nanoparticle paclitaxel, commenced its registrational trial in March 2014 and is being developed under the abbreviated 505(b)(2) regulatory pathway. Sorrento is also developing RTX, a non-opiate TRPV1 agonist currently in a Phase 1/2 study at the NIH to treat terminal cancer patients suffering from intractable pain. The Company has made significant advances in developing human monoclonal antibodies, complemented by a comprehensive and fully integrated ADC platform that includes proprietary conjugation chemistries, linkers, and toxic payloads. Sorrento's strategy is to enable a multi-pronged approach to combating cancer with small molecules, mono- and bi-specific therapeutic antibodies, and ADCs.

## **Forward-Looking Statements**

This press release contains forward-looking statements under the safe harbor provisions of Section 21E of the Private Securities Litigation Reform Act of 1995 and subject to risks and uncertainties that could cause actual results to differ materially from those projected. Forward-looking statements include statements about its Cynviloq registrational trial; and the advances made in developing RTX and human monoclonal antibodies, if any; and other matters that are described in Sorrento's Annual Report on Form 10-K for the year ended December 31, 2013, and subsequent Quarterly Reports on Form 10-Q filed with the Securities and Exchange Commission, including the risk factors set forth in those filings. Investors are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release and we undertake no obligation to update any forward-looking statement in this press release except as required by law.

## **Contact:**

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