
**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): April 29, 2016

SORRENTO THERAPEUTICS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36150
(Commission
File Number)

33-0344842
(IRS Employer
Identification No.)

**9380 Judicial Drive
San Diego, CA 92121**
(Address of Principal Executive Offices) (Zip Code)

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

N/A
(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.

Securities Purchase Agreement

As previously reported by Sorrento Therapeutics, Inc. (the “Company”) in its Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on April 5, 2016, the Company entered into a Securities Purchase Agreement (the “Purchase Agreement”) with Yuhan Corporation (“Yuhan”) on April 3, 2016. Pursuant to the Purchase Agreement, the Company issued and sold to Yuhan on April 29, 2016, in a private placement transaction (the “Private Placement”), (1) 1,801,802 shares (the “Shares”) of the Company’s common stock (“Common Stock”), and (2) a warrant to purchase 235,294 shares of Common Stock (the “Warrant”), for an aggregate purchase price of \$10,000,000. The Warrant has an exercise price of \$8.50 per share, was immediately exercisable upon issuance, has a term of three years and is exercisable on a cash or cashless exercise basis.

Under the terms of the Purchase Agreement, Yuhan has the right to demand, at any time beginning six months after the closing of the Private Placement, that the Company prepare and file with the SEC a registration statement to register for resale the Shares and the shares of Common Stock issuable upon exercise of the Warrant. In addition, the Company may be required to effect certain registrations to register for resale the Shares and the shares of Common Stock issuable upon exercise of the Warrant in connection with certain “piggy-back” registration rights granted to Yuhan pursuant to the Purchase Agreement.

The foregoing summaries of the Purchase Agreement and the Warrant do not purport to be complete and are qualified in their entirety by reference to the copies of the Purchase Agreement and the Warrant that are expected to be filed with the SEC as exhibits to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2016.

Voting Agreement

On April 29, 2016, as a condition to the closing of the Private Placement, the Company and Yuhan entered into a Voting Agreement, pursuant to which Yuhan agreed, among other things, to, at any meeting of the Company’s stockholders or in any circumstance upon which the consent of the Company’s stockholders is solicited, vote all of the Shares, and any additional shares of Common Stock or other voting securities of the Company then-beneficially owned by Yuhan, with respect to each matter presented to the Company’s stockholders, as instructed to Yuhan by the Board of Directors of the Company.

The foregoing summary of the Voting Agreement does not purport to be complete and is qualified in its entirety by reference to the copy of the Voting Agreement that is expected to be filed with the SEC as an exhibit to the Company’s Quarterly Report on Form 10-Q for the quarter ending June 30, 2016.

Item 3.02. Unregistered Sales of Equity Securities.

The information contained in the section entitled “Securities Purchase Agreement” in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02. The Shares, the Warrant and the shares of Common Stock issuable upon exercise of the Warrant (collectively, the “Securities”) were offered and sold on April 29, 2016 in transactions exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance on Section 4(a)(2) thereof and Rule 506 of Regulation D thereunder or Regulation S under the Securities Act. Yuhan represented that it was an “accredited investor,” as defined in Regulation D, and was acquiring the Securities for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. Accordingly, the Securities have not been registered under the Securities Act and such Securities 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, warrants or any other securities of the Company.

Item 8.01. Other Events.

On May 2, 2016, the Company issued the press release attached as Exhibit 99.1 to this Current Report on Form 8-K regarding the closing of the Private Placement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press release, dated May 2, 2016.

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.

SORRENTO THERAPEUTICS, INC.

Date: May 2, 2016

By: /s/ Henry Ji, Ph.D.

Name: Henry Ji, Ph.D.

Title: President and Chief Executive Officer

Exhibit Index

Exhibit Number	Description
99.1	Press release, dated May 2, 2016.



Sorrento closes private placement with Yuhan Corporation

SAN DIEGO, May 2, 2016 — Sorrento Therapeutics, Inc. (NASDAQ: SRNE; “Sorrento”), an antibody-centric, clinical-stage biopharmaceutical company developing new treatments for cancer and other unmet medical needs, announced today that it has closed its previously announced private placement of common stock and warrants with Yuhan Corporation (000100.KS; “Yuhan”) of South Korea for gross proceeds of \$10 million.

Yuhan, one of the largest and most respected pharmaceutical companies in South Korea, purchased 1,801,802 shares of common stock at \$5.55 per share and a warrant to purchase 235,294 shares of common stock. The warrant is exercisable for three years at an exercise price of \$8.50 per share.

On April 4, 2016, Sorrento announced definitive agreements for up to \$150 million in separate private placements. Yuhan is the first investor to close in the previously announced private placement of common stock and warrants in Sorrento. The remaining investors in the private placements are completing due diligence. Sorrento expects the other private placements to close by the end of May 2016. Proceeds from the financing with Yuhan will primarily be used to support the development of Sorrento’s product pipeline and for general corporate purposes.

In addition to the private placement transaction, Sorrento and Yuhan recently entered into an agreement to form ImmuneOncia Therapeutics, LLC, a joint venture to develop and commercialize a number of immune checkpoint antibodies against undisclosed target for both hematological malignancies and solid tumors.

“We greatly appreciate Yuhan’s confidence in Sorrento and we are pleased that we have further strengthened our relationship with a proven leader in healthcare,” said Dr. Henry Ji, President and CEO of Sorrento. “We are encouraged by the progress of the multiple immunotherapy products in our portfolio and the funds from this financing will provide us the capital needed to accelerate our development plans,” added Dr. Ji.

The shares, warrant and shares issuable upon exercise of the warrant have not been registered under the Securities Act of 1933, as amended, or with any securities regulatory authority of any State or other jurisdiction, and may not be offered or sold in the United States or to U.S. persons absent registration or an applicable exemption from the registration requirements. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

About Sorrento Therapeutics, Inc.

Sorrento is an antibody-centric, clinical stage biopharmaceutical company developing new treatments for cancer, inflammation and autoimmune diseases. Sorrento's lead products are multiple late-stage biosimilar and biobetter antibodies, as well as clinical CAR-T therapies targeting solid tumors.

Forward-Looking Statements

This press release and any statements made for and during any presentation or meeting contain forward-looking statements related to Sorrento Therapeutics, Inc., and its subsidiaries 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 regarding the expected closing of the additional private placements; Sorrento's proposed joint venture with Yuhan; Sorrento's and its subsidiaries' prospects; Sorrento's expectations for its technologies and collaborations; Sorrento's and its subsidiaries' advances made in developing antibody drug conjugates (ADCs), human monoclonal antibodies using its proprietary G-MAB fully human antibody technology and any of their other respective technologies, if any; and other matters that are described in Sorrento's Annual Report on Form 10-K for the year ended December 31, 2015, as amended, 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.

Sorrento® and the Sorrento logo are registered trademarks of Sorrento Therapeutics, Inc.

All other trademarks and trade names are the property of their respective owners.

Logo—<http://photos.prnewswire.com/prnh/20150105/167173LOGO>

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