
**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): August 15, 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.

On August 15, 2016, Sorrento Therapeutics, Inc. (“Sorrento”), Scintilla Pharmaceuticals, Inc., a subsidiary of Sorrento (“Scintilla”), and Semnur Pharmaceuticals, Inc. (“Semnur”) entered into a binding term sheet (the “Binding Term Sheet”) setting forth the terms and conditions by which Scintilla will, through a subsidiary, purchase all of the issued and outstanding equity of Semnur (the “Acquisition”). Contingent upon the execution of a definitive agreement between the parties (the “Definitive Agreement”) and subject to certain conditions, Scintilla will, at the closing of the Acquisition (the “Closing”), make an initial payment of \$60,000,000 (the “Initial Consideration”) to the equityholders of Semnur in exchange for all of the issued and outstanding equity of Semnur. The Initial Consideration will consist of \$40,000,000 in cash and \$20,000,000 in shares of common stock of Sorrento (the “Stock Consideration”). The number of shares of Sorrento common stock comprising the Stock Consideration will be calculated based on the volume weighted average closing price of Sorrento’s common stock for the 30 consecutive trading days ending on the date that is three days prior to the execution of the Definitive Agreement. \$6,000,000 of the Stock Consideration will be placed into escrow, a portion of which will be held for a period of up to six or 12 months to secure certain obligations of Semnur and its equityholders in connection with the Acquisition. At the Closing, Sorrento will enter into a registration rights agreement with certain of Semnur’s equityholders, pursuant to which Sorrento will grant such equityholders customary demand and piggyback registration rights with respect to the shares of Sorrento common stock comprising the Stock Consideration.

In addition to the Initial Consideration, Scintilla may pay additional consideration of up to \$140,000,000 to Semnur’s equityholders upon Scintilla’s completion of certain clinical studies and trials, receipt of certain regulatory approvals and the achievement of certain sales targets following the Closing.

Under the Binding Term Sheet, Semnur has agreed to negotiate exclusively with Sorrento and Scintilla with respect to the Acquisition for a period of 60 days (the “Exclusivity Period”). The Exclusivity Period will be automatically extended for an additional 30 days in certain circumstances. If a Definitive Agreement has not been executed by the end of the Exclusivity Period, either party may terminate the Binding Term Sheet (a “Termination”). If a party elects a Termination without the other party’s written consent, the party electing a Termination may be required to pay an aggregate of \$5,000,000 in cash to the other party as liquidated damages under certain circumstances.

The final terms of the Acquisition are subject to the negotiation and finalization of the Definitive Agreement and any other agreements relating to the Acquisition, and the material terms of the Acquisition may differ from those set forth in the Binding Term Sheet. In addition, the Closing will be subject to various customary and other closing conditions.

Jaisim Shah, a member of Sorrento’s Board of Directors, is Semnur’s Chief Executive Officer and a member of its Board of Directors and currently owns approximately 5.5% of Semnur’s total outstanding capital stock. Joseph Gunnar & Co., LLC provided an opinion to Sorrento’s Board of Directors opining that the consideration to be paid by Scintilla in the Acquisition is fair, from a financial point of view, to Sorrento’s stockholders.

The foregoing summary of the Binding Term Sheet does not purport to be complete and is qualified in its entirety by reference to the full text of the Binding Term Sheet that will be filed with the Securities and Exchange Commission as an exhibit to Sorrento’s Quarterly Report on Form 10-Q for the quarter ending September 30, 2016.

Item 8.01. Other Events.

On August 15, 2016, Sorrento issued the press release attached hereto as Exhibit 99.1 announcing the entry into the Binding Term Sheet.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release, dated August 15, 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: August 17, 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 August 15, 2016.



Scintilla Pharmaceuticals, Inc., a Subsidiary of Sorrento Therapeutics, Inc., to Acquire Semnur Pharmaceuticals, Inc. to Further Deepen its Pain Management Pipeline

SAN DIEGO, Aug. 15, 2016 /PRNewswire/ — Scintilla Pharmaceuticals, Inc. (“Scintilla”), a subsidiary of Sorrento Therapeutics, Inc. (NASDAQ: SRNE; “Sorrento”), has entered into a binding term sheet to acquire Semnur Pharmaceuticals, Inc. (“Semnur”). Scintilla’s lead program is resiniferatoxin (“RTX”) for the treatment of intractable cancer pain.

Semnur, based in Los Altos, CA, is a specialty pharmaceutical company focused on the clinical and commercial development of innovative products that meet the needs of pain management practitioners and their patients. Semnur’s lead product, projected to commence Phase 3 clinical trials in 2017, is a non-opiate epidural steroid injectable to treat chronic back pain. Key members of Semnur’s management team are expected to join Scintilla’s management team. On August 8, 2016, Scintilla announced it had entered into a binding term sheet to acquire SCILEX Pharmaceuticals, Inc. (“SCILEX”). Following the closing of the announced acquisitions Scintilla will operate as a stand-alone company focused on pain management.

The acquisition is contingent upon customary closing conditions. In consideration for the acquisition, Scintilla will pay Semnur’s equity holders an initial payment of \$60 million, consisting of \$40 million in cash and \$20 million in shares of common stock of Sorrento. In addition, additional cash consideration of up to \$140 million may be paid by Scintilla to Semnur’s equity holders upon achievement of certain development, product approval and commercial milestones. Joseph Gunnar & Co., LLC provided a fairness opinion to Sorrento, as the majority stockholder of Scintilla.

“Semnur represents a unique asset for Scintilla that is highly complementary to its existing assets. Semnur’s pipeline of multiple late-stage and near commercialization product opportunities targets some of the largest pain markets available and addresses critical unmet medical needs,” said Dr. Henry Ji, President and CEO of Sorrento. Dr. Ji further added, “upon completion of the pending acquisitions and integrations of Semnur and SCILEX, Scintilla will immediately become a truly unique pain management company with a multiple product pipeline and an experienced management team led by Jaisim Shah from Semnur and Anthony Mack from SCILEX.”

“The acquisition by Scintilla reflects the strength of Semnur’s technology, IP and tremendous potential of our lead product candidate,” stated Mahendra Shah, Executive Chairman of Semnur Pharmaceuticals, Inc. and Managing Director of Vivo Capital. “We are excited to join Scintilla and be a part of such a dynamic company that will be a major player in the pain management space,” added Mr. Shah.

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 late-stage biosimilar and biobetter antibodies, as well as clinical CAR-T therapies targeting solid tumors.

About Scintilla Pharmaceuticals, Inc.

Scintilla Pharmaceuticals, Inc. is a subsidiary of Sorrento Therapeutics, Inc. Scintilla's lead program is RTX for the treatment of opiate refractory cancer pain. The RTX program has been tested successfully in a Phase 1 - 2 clinical trial, and is scheduled to commence Phase 2 clinical trials in early 2017.

About Semnur Pharmaceuticals, Inc.

Semnur Pharmaceuticals, Inc. is a specialty pharmaceutical company focused on the clinical and commercial development of innovative products that meet the needs of pain management practitioners and their patients. Semnur's primary focus lies in the development of non-opioid products for meeting the needs of underserved patients with back pain. Semnur believes that the therapeutic advantages of their product and technology will improve products' efficacy and safety making a substantial improvement in the treatment of back pain.

About SCILEX Pharmaceuticals, Inc.

SCILEX Pharmaceuticals, Inc., located in Malvern, PA, develops and brings branded pharmaceutical products to market using technologies that are designed to maximize quality of life for all. SCILEX is working to deliver the next generation of products that are responsible by design. The Company's lead product candidate under development, ZTlido™ (lidocaine patch 1.8%), is a branded lidocaine patch formulation for the potential treatment of relieving the pain of postherpetic neuralgia, also referred to as after-shingles pain. For more information, visit www.scilexpharma.com. ZTlido™ is a trademark owned by SCILEX Pharmaceuticals, Inc. A proprietary name review by the FDA is planned.

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 are subject to risks and uncertainties that could cause actual results to differ materially from those projected. Forward-looking statements include statements regarding the proposed acquisitions of Semnur and SCILEX and the timing and potential benefits of the transactions; expectations regarding Scintilla's, Semnur's and SCILEX's technologies;

expectations for Sorrento's and its subsidiaries technologies and collaborations; expectations regarding the commencement of Phase 2 clinical trials for Scintilla's RTX program; and Scintilla's prospects. Expectations regarding the timing of the Phase 3 clinical trials for Semnur's lead product candidate. Risks and uncertainties that could cause our actual results to differ materially and adversely from those expressed in our forward-looking statements, include, but are not limited to: risks related to Sorrento's and its subsidiaries' technologies and prospects; risks related to the completion of the proposed acquisitions of Semnur and SCILEX; risks related to seeking regulatory approvals and conducting clinical trials; and other risks that are described in Sorrento's most recent periodic reports filed with the Securities and Exchange Commission, including 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. 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.

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