

Sorrento Therapeutics, Inc.  
Form 8-K/A  
January 20, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K/A**  
**(Amendment No. 1)**

**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 8, 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)**  
**9380 Judicial Drive**

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

Edgar Filing: Sorrento Therapeutics, Inc. - Form 8-K/A

**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))

### Explanatory Note

On November 8, 2016, Sorrento Therapeutics, Inc. ( Sorrento ) filed with the Securities and Exchange Commission a Current Report on Form 8-K (the Initial Form 8-K ) to report, among other things, Sorrento's acquisition (the Acquisition ) on November 8, 2016 of approximately 72% of the outstanding capital stock of Scilex Pharmaceuticals Inc. ( Scilex ) from a majority of the stockholders of Scilex (the Scilex Stockholders ). This Amendment No. 1 on Form 8-K/A (this Amendment No. 1 ) amends the Initial Form 8-K to include financial information required under Item 9.01, which was not previously filed with the Initial Form 8-K and which is permitted to be filed by amendment no later than 71 calendar days after the date on which the Initial Form 8-K was required to be filed. Except as stated in this Explanatory Note, no other information contained in the Initial Form 8-K is changed.

#### Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The financial statements required by Item 9.01(a) of Form 8-K are filed as Exhibit 99.2 and Exhibit 99.3 to this Amendment No. 1 and are incorporated herein by reference.

(b) Pro forma financial information.

The pro forma financial information required by Item 9.01(b) of Form 8-K is filed as Exhibit 99.4 to this Amendment No. 1 and is incorporated herein by reference.

(d) Exhibits.

- 23.1 Consent of BDO USA, LLP, independent registered public accounting firm of Scilex Pharmaceuticals Inc.
- 99.2 Unaudited condensed financial statements of Scilex Pharmaceuticals Inc. as of September 30, 2016 and for the three and nine months ended September 30, 2016 and 2015.
- 99.3 Audited financial statements of Scilex Pharmaceuticals Inc. as of and for the years ended December 31, 2015 and 2014.
- 99.4 Unaudited pro forma condensed combined financial information of Sorrento Therapeutics, Inc. and Scilex Pharmaceuticals Inc. for the nine months ended September 30, 2016 and the year ended December 31, 2015.

**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: January 20, 2017

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

Name: Henry Ji, Ph.D.

Title: President and Chief Executive Officer