

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): October 4, 2017

ANTRIABIO, INC.

(Exact Name of Registrant as Specified in its Charter)

<u>Delaware</u>	<u>000-54495</u>	<u>27-3440894</u>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
<u>1450 Infinite Drive Louisville, CO</u>		<u>80027</u>
(Address of Principal Executive Offices)		(Zip Code)

Registrant's Telephone Number, Including Area Code: (303) 222-2128

(Former Address, 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 7.01 Regulation FD Disclosure.

On October 4, 2017, AntriaBio, Inc. (the "Company") issued the press release attached hereto as Exhibit 99.1 announcing the appointment of Dr. Robert B. Bhisitkul, M.D., Ph.D. to the Company's Scientific Advisory Board. In accordance with General Instruction B.2 of Form 8-K, the information set forth herein and in the press release is deemed to be "furnished" and shall not be deemed to be "filed" for purposes of the Securities Exchange Act of 1934, as amended. The information set forth in Item 7.01 of this Current Report on Form 8-K shall not be deemed an admission as to the materiality of any information in this Current Report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

### Item 8.01 Other Events.

On October 4, 2017, the Court of Chancery of the State of Delaware (the "Court") approved a Stipulation and Order of Dismissal (the "Stipulation") entered into by the parties in an action (the "Action") captioned *Alpha Venture Capital Partners, L.P. v. Nevan C. Elam, Hoyoung Huh, Barry Sherman, David F. Welch, Tae Hoon Kim, Samir R. Patel, Morgan L. Fields, and AntriaBio, Inc (C.A. No. 2017-0239-AGB0)*, which was commenced on March 31, 2017 in the Court. The Stipulation and Order of Dismissal requires that notice of such be given to the stockholders of the Company in the form of this Current Report on Form 8-K. The Stipulation and Order of Dismissal is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference. In the Stipulation, we denied any and all allegations of plaintiff. We stated that we agree to settle plaintiff's application for an award of attorneys' fees and expenses due to the costs of defense of that application and litigation risk associated therewith.

### Item 9.01 Financial Statements and Exhibits.

<u>EXHIBIT</u>	<u>DESCRIPTION</u>
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<a href="#"><u>99.1</u></a>	Press Release, dated October 4, 2017*
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<a href="#"><u>99.2</u></a>	Stipulation and Order of Dismissal dated October 4, 2017
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\* The following exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

### 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.

ANTRIABIO, INC.

Date: October 4, 2017

By: /s/ Nevan Elam  
Name: Nevan Elam  
Title: Chief Executive Officer

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
<a href="#"><u>99.1</u></a>	Press Release, dated October 4, 2017*
<a href="#"><u>99.2</u></a>	Stipulation and Order of Dismissal dated October 4, 2017

\* The following exhibit relating to Item 7.01 is intended to be furnished to, not filed with, the SEC pursuant to Regulation FD.

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## **AntriaBio Appoints Dr. Robert Bhisitkul to its Scientific Advisory Board**

**LOUISVILLE, Colorado, Oct. 04, 2017 – (GLOBE NEWSWIRE) – AntriaBio, Inc. ("The Company") (OTCQB: ANTB)**, a biopharmaceutical company focused on developing platform technologies to target significant unmet medical needs, today announced the appointment of ophthalmology expert Dr. Robert B. Bhisitkul, M.D., Ph.D. to its Scientific Advisory Board.

The addition of Dr. Bhisitkul to the Scientific Advisory Board follows the Company's recent in-licensing of an oral plasma kallikrein inhibitor (PKI) portfolio announced on August 7<sup>th</sup>. As such, AntriaBio is bolstering its leadership team and allocating resources to develop treatments for kallikrein-mediated diseases, diabetic macular edema (DME) and hereditary angioedema (HAE).

"It is a pleasure to welcome Dr. Bhisitkul to our world-class Scientific Advisory Board comprised of renowned clinicians. Dr. Bhisitkul brings broad ophthalmology expertise to the Company. In particular, his deep knowledge of DME drug development will be an invaluable asset as we embark on advancing our PKI portfolio into the clinic," commented Dr. Hoyoung Huh, Chairman of the Scientific Advisory Board and member of the Company's Board of Directors.

Dr. Bhisitkul is a Professor of Clinical Ophthalmology and retinal specialist at the University of California, San Francisco School of Medicine's Department of Ophthalmology. He earned his M.D. from Stanford University and Ph.D. in Neuroscience from Yale University. Dr. Bhisitkul completed his residency and fellowship training at the Massachusetts Eye and Ear Infirmary and Harvard Medical School. In his 20 years of experience as a retinal surgeon and clinical scientist, Dr. Bhisitkul has been an investigator in 15 randomized clinical trials of novel therapies for retinal diseases, including anti-VEGF therapies for DME, and served as Clinical Trial Director for the SEVEN-UP Study, the first longitudinal trial to determine long-term vision outcomes for macular degeneration patients undergoing multi-year anti-VEGF therapy. His laboratory research focuses on basic mechanisms of retinal diseases in animal models and cell culture, as well as new technologies for retinal surgery and treatments. Dr. Bhisitkul has served as a consultant and clinical advisor for numerous pharmaceutical companies including those with market-leading products for macular edema. Dr. Bhisitkul has served as Associate Editor and Web Editor of the British Journal of Ophthalmology and is an ad hoc reviewer for several journals including Ophthalmology, American Journal of Ophthalmology and IOVS.

### **About AntriaBio, Inc.**

AntriaBio is a clinical stage biopharmaceutical company developing platform technologies to target significant unmet medical needs in diabetes and other indications. AntriaBio's lead product candidate is AB101, an injectable once-weekly basal insulin for type 1 and type 2 diabetes that addresses a >\$10 billion market where the current standard of care is a once-daily basal insulin injection. For more information, visit: [www.antriabio.com](http://www.antriabio.com).

### **Forward-Looking Statements**

This release, like many written and oral communications presented by AntriaBio, Inc., and our authorized officers, may contain certain forward-looking statements regarding our prospective performance and strategies within the meaning of Section 27A of the Securities Act of 1933, as

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amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of said safe harbor provisions. Forward-looking statements, which are based on certain assumptions and describe future plans, strategies, and expectations of the Company, are generally identified by use of words "anticipate," "believe," "estimate," "expect," "intend," "plan," "project," "seek," "strive," "try," or future or conditional verbs such as "could," "may," "should," "will," "would," or similar expressions. Our ability to predict results or the actual effects of our plans or strategies is inherently uncertain. Accordingly, actual results may differ materially from anticipated results. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. Except as required by applicable law or regulation, AntriaBio undertakes no obligation to update these forward-looking statements to reflect events or circumstances that occur after the date on which such statements were made.

**AntriaBio, Inc. Contact:**

Noopur Liffick

VP of Corporate Development

(650) 549-4175

[investor-relations@antriabio.com](mailto:investor-relations@antriabio.com)

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**GRANTED**

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

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 ALPHA VENTURE CAPITAL )  
 PARTNERS, L.P., individually and )  
 derivatively on behalf of AntriaBio, Inc., )  
 )  
 Plaintiff, )  
 )  
 v. )  
 )  
 NEVAN C. ELAM, HOYOUNG HUH, )  
 BARRY SHERMAN, DAVID F. )  
 WELCH, TAE HOON KIM, SAMIR R. )  
 PATEL, MORGAN L. FIELDS, and )  
 ANTRIABIO, INC. )  
 )  
 Defendants, )  
 )  
 and )  
 )  
 ANTRIABIO, INC., )  
 )  
 \_\_\_\_\_ )  
 Nominal Defendant. )

C.A. No. 2017-0239-AGB

**STIPULATION AND [PROPOSED] ORDER OF DISMISSAL**

WHEREAS, on March 31, 2017, plaintiff Alpha Venture Capital Partners, L.P. (“Plaintiff”) commenced the above-captioned individual and derivative action (the “Action”) against defendants Nevan C. Elam, Hoyoung Huh, Barry Sherman, David F. Welch, Morgan L. Fields, Tae Hoon Kim, Samir R. Patel (collectively, the “Individual Defendants”) and defendant/nominal defendant AntriaBio, Inc. (“AntriaBio” or the “Company,” and collectively with the Individual Defendants, “Defendants”);



WHEREAS, the Action sought equitable and declaratory relief in connection with: (a) the decision by the AntriaBio board of directors ("Board") to adopt the 2016 Non-Qualified Stock Option Plan (the "Plan"), which permitted the Company to award up to 35 million shares of the Company's common stock to officers, directors, employees and consultants of the Company; (b) the Board's decision to award stock options to purchase an aggregate of 28,210,000 shares under the Plan (the "Awards") to various officers, directors, and other Company employees; (c) the Company's failure to hold annual stockholder meetings or director elections; and (d) the Board's maintenance of a bylaw provision that requires approval by 66 2/3% of the Company's shares to remove a director;

WHEREAS, on June 15, 2017, Plaintiff and Defendants executed a settlement agreement ("Settlement Agreement") that provides, *inter alia*, that: (a) the Board will amend the Plan such that the total number of stock options that may be awarded under the Plan will be reduced from 35 million shares to 15 million shares of the Company's common stock; (b) the Board will rescind stock options to purchase an aggregate of 11,090,000 shares awarded under the Plan as well as other options previously awarded by the Board; (c) the Board will form a compensation committee of the Board comprised solely of independent directors; (d) the Company will hold an annual stockholder meeting on or before November 30, 2017; and (e) at the next annual stockholder meeting, the Board will solicit

stockholder approval of an amendment to the Company's bylaws such that the removal of a director may be accomplished by a majority vote of the Company's shares.

WHEREAS, the Settlement Agreement included mutual releases between Plaintiff, on the one hand, and Defendants, on the other, but does not release, or seek to release, claims possessed by absent stockholders of AntriaBio, or any claims that AntriaBio could assert directly or derivatively against any of the Individual Defendants;

WHEREAS, on June 28, 2017, the Court entered a Stipulation and Order Voluntarily Dismissing Action and Retaining Jurisdiction For Purposes Regarding Attorneys' Fees and Reimbursement of Expenses, which: (a) dismissed the Action and the claims asserted therein with prejudice as to Plaintiff only, and without prejudice as to any other stockholders of AntriaBio, and (b) retained the Court's jurisdiction of the Action solely for the purpose of ensuring that stockholders receive notice of any payment of attorneys' fees and expenses in the event the parties were able to reach an agreement regarding the payment of attorneys' fees and expenses, and/or determining a potential Fee and Expense Application in the event the parties were unable to reach such an agreement (the "Dismissal Order");

WHEREAS, no compensation in any form has passed directly or indirectly to Plaintiff or its attorneys, and prior to the date of the Dismissal Order, no

promise, understanding, or agreement to provide any such compensation had been made, and the parties had not had any discussions concerning the amount of any fee application or award;

WHEREAS, Plaintiff believes it and its counsel have the right to recover attorneys' fees and expenses from the Company in connection with the benefits provided to the Company and its stockholders as a result of the Action and, following the entry of the Dismissal Order, the parties met and conferred concerning the appropriate amount of attorneys' fees and expenses to be paid to Plaintiff's counsel;

WHEREAS, the Company has agreed, in the exercise of business judgment, to pay Plaintiff's counsel \$250,000 in attorneys' fees and expenses in two installments: (a) \$125,000 within ten business days from the date of entry of this Stipulation and Order of Dismissal; and (b) \$125,000 on or before April 30, 2018.

WHEREAS, Defendants deny any and all allegations of Plaintiff that Defendants engaged in wrongdoing in any way, and the Company states that the Company has agreed to pay Plaintiff's attorneys' fees in the amounts specified above due to the costs of defense associated with a Fee and Expense Application that Plaintiff would otherwise bring and the litigation risk associated therewith;

WHEREAS, the Court has not passed on the amount of the fee;

NOW, THEREFORE, upon consent of the parties and subject to the approval of the Court:

IT IS HEREBY ORDERED this \_\_\_ day of \_\_\_\_\_, 2017, pursuant to Court of Chancery Rules 23(e) and 23.1(c), that:

1. The Company shall file this Stipulation and Order of Dismissal as an attachment to a Form 8-K filed by the Company within five business days following the date of entry of this Stipulation and Order of Dismissal ("Final Order"). The filing by the Company of this Final Order as an attachment to a Form 8-K constitutes adequate notice for purposes of Rules 23(e) and 23.1(c) (the "Notice").

2. The Company shall file with the Court an affidavit that the Notice has been made (the "Affidavit") in accordance with paragraph 1 above no later than three calendar days after the Notice is publicly filed.

3. Upon the filing of the Affidavit:

a. The Register in Chancery is directed to close this Action on the docket; and

b. The Court will no longer retain any jurisdiction over this Action.

4. The Company shall pay Plaintiff's counsel fees and expenses in the amount of \$250,000 to an account designated by Plaintiff's counsel, in two installments: (1) \$125,000 within ten business days of entry of this Order; and (2)

\$125,000 on or before April 30, 2018. Plaintiff and its counsel shall not seek any additional fees, expenses, or costs from Defendants in connection with the Action.

DATED: October 3, 2017

DORSEY & WHITNEY  
(DELAWARE) LLP

LABATON SUCHAROW LLP

/s/ Eric Lopez Schnabel

Eric Lopez Schnabel (Bar No. 3672)  
Alessandra Glorioso (Bar No. 5757)  
300 Delaware Avenue, Suite 1010  
Wilmington, DE 19801  
Telephone: (302) 425-7171  
Facsimile: (302) 425-7171

*Counsel for Defendants*

/s/ Ned Weinberger

Ned Weinberger (Bar No. 5256)  
300 Delaware Avenue, Suite 1340  
Wilmington, DE 19801  
Telephone: (302) 573-2540  
Facsimile: (302) 573-2529

*Counsel for Plaintiff*

IT IS SO ORDERED this \_\_\_ day of \_\_\_\_\_, 2017.

Chancellor Andre G. Bouchard

This document constitutes a ruling of the court and should be treated as such.

Court: DE Court of Chancery Civil Action

Judge: Andre G Bouchard

File & Serve

Transaction ID: 61191046

Current Date: Oct 04, 2017

Case Number: 2017-0239-AGB

Case Name: Alpha Venture Capital Partners, L.P. v. Nevan C. Elam, et al. and AntriaBio, Inc.

/s/ Judge Bouchard, Andre G

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