

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): May 24, 2017

TRACON Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-36818

(Commission File Number)

34-2037594

(IRS Employer Identification No.)

4350 La Jolla Village Drive, Suite 800
San Diego, California

(Address of principal executive offices)

92122

(Zip Code)

Registrant's telephone number, including area code: (858) 550-0780

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company ☒

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☒

Item 8.01 Other Events.

On February 22, 2017, TRACON Pharmaceuticals, Inc. (the “Company”) entered into a Manufacturing Agreement (the “Manufacturing Agreement”) with Lonza Biologics Tuas Pte Ltd (“Lonza”), for the long term manufacture and supply of TRC105, the Company’s lead drug product candidate. On May 24, 2017, the Company and Lonza entered into Amendment No. 1 to the Manufacturing Agreement (the “Amendment”) to define certain specifications and territories as required by the Manufacturing Agreement.

The foregoing is only a summary of the provisions of the Amendment and is qualified in its entirety by the terms of the Amendment, a copy of which is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Amendment No. 1 to the Manufacturing Agreement between Lonza Biologics Tuas Pte Ltd and TRACON Pharmaceuticals, Inc. dated May 24, 2017.

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.

TRACON Pharmaceuticals, Inc.

Dated: May 26, 2017

By: /s/ Charles P. Theuer, M.D., Ph.D.

Charles P. Theuer, M.D., Ph.D.

President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	<u>Amendment No. 1 to the Manufacturing Agreement between Lonza Biologics Tuas Pte Ltd and TRACON Pharmaceuticals, Inc. dated May 24, 2017.</u>

*****Text Omitted and Filed Separately
with the Securities and Exchange Commission.
Confidential Treatment Requested
Under 17 C.F.R. Sections 200.80(b)(4) and 240.24b-2 of the
Securities Exchange Act of 1934, as amended.**

AMENDMENT No. 1

to the

MANUFACTURING AGREEMENT

Dated 22nd February 2017

Between

LONZA BIOLOGICS TUAS PTE LTD

and

TRACON PHARMACEUTICALS INC

Appendix B

Appendix C

THIS FIRST AMENDMENT is made the 20th day of May, 2017

BETWEEN

LONZA BIOLOGICS TUAS PTE LTD OF 35 Tuas South Avenue 6, SG-Singapore, 637377 ("Lonza")

and

TRACON PHARMACEUTICALS, INC. of 8910 University Centre Lane, Suite 700, San Diego, CA 92122, USA ("Customer").

WHEREAS

- A. Customer and Lonza are Parties to a manufacturing agreement dated 22nd February 2017, as amended (the "Agreement"), pursuant to which Lonza is required to perform Services for Customer relating to the Cell Line and Product described (all terms as defined in the Agreement); and
- B. The Parties now wish to amend and supplement the terms of the Agreement.

NOW THEREFORE in consideration of the mutual promises and covenants contained herein and other good and valuable consideration the sufficiency of which is acknowledges, it is hereby agreed by and between the Parties to amend the Agreement as follows:

- 1. The Cell Line and Specifications attached as Schedule 1 to this amendment shall be inserted into Appendix B of the Agreement.
- 2. The following additional wording shall be inserted into Appendix C of the Agreement:

"Restricted Territories

[...***...]"

- 3. All capitalised terms used herein shall have the meanings set forth in the Agreement unless otherwise defined herein.
- 4. Save as herein provided all other terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF the parties have caused this Amendment No.1 to be executed by their representatives thereunto duly authorised as of the day and year first written.

Signed for and on behalf of
LONZA BIOLOGICS TUAS PTE LTD

/s/ Andrew Morgan
General Manger, Singapore
TITLE

Signed for and on behalf of
TRACON PHARMACEUTICALS, INC

/s/ Charles P. Theuer
President and Chief Executive Officer
TITLE

***Confidential Treatment Requested

Cell Line and Specifications

Cell Line: [...***...]

***Confidential Treatment Requested for pages 2-3.
Omitted pages have been filed separately with the Commission.

2-3