

INFINITY PHARMACEUTICALS, INC.

Form 8-K

January 13, 2014

**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): January 13, 2014**

**Infinity Pharmaceuticals, Inc.**

**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**000-31141**  
**(Commission**

**File Number)**

**33-0655706**  
**(IRS Employer**

**Identification No.)**

**780 Memorial Drive, Cambridge, MA**  
**(Address of principal executive offices)**

**02139**  
**(Zip Code)**

**Registrant's telephone number, including area code: (617) 453-1000**

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))

## **Forward Looking Statements**

This Form 8-K and the exhibits attached hereto contain forward-looking statements of Infinity Pharmaceuticals, Inc. ( Infinity or the Company ) that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this Form 8-K and the exhibit attached hereto, are forward-looking statements. The words anticipate, believe, estimate, expect, intend, may, plan, predict, project, target, potential, will, continue, contemplate, or the negative of these terms or other similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. These forward-looking statements include, among others, statements about: the Company s estimate regarding its cash balances for the year ended December 31, 2013 and other expectations regarding its business, plans, prospects and strategies. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements that the Company makes due to a number of important factors, including those Risk Factors discussed in Infinity s quarterly report on Form 10-Q filed with the Securities and Exchange Commission ( SEC ) on November 7, 2013, and its other filings with the SEC. The forward-looking statements in this Form 8-K and the exhibit attached hereto represent the Company s views as of the date of this Form 8-K. The Company anticipates that subsequent events and development will cause its views to change. However, while it may elect to update these forward-looking statements at some point in the future, it has no current intention of doing so except to the extent required by applicable law. You should, therefore, not rely on these forward-looking statements as representing the Company s views as of any date subsequent to the date of this Form 8-K.

### **Item 2.02 Results of Operations and Financial Condition.**

Although it has not finalized its full financial results for the fourth quarter and fiscal year ended December 31, 2013, the Company announced on January 13, 2014, that it expects to report that it had approximately \$214 million in cash, cash equivalents and available-for-sale securities as of December 31, 2013.

The information contained in Item 2.02 of this Form 8-K is unaudited and preliminary, and does not present all information necessary for an understanding of the Company s financial condition as of December 31, 2013 and its results of operations for the three months and year ended December 31, 2013. The audit of the Company s consolidated financial statements for the year ended December 31, 2013 is ongoing and could result in changes to the information set forth above.

The information in this Item 2.02 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

### **Item 7.01 Regulation FD Disclosure.**

From time to time, the Company intends to conduct meetings with third parties in which its current corporate slide presentation is presented. A copy of this slide presentation, dated January 13, 2014, is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information responsive to Item 7.01 of this Form 8-K and Exhibit 99.1 hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Item 8.01 Other Events.**

On January 13, 2014, the Company issued a press release announcing its 2014 business goals and financial guidance. The full text of this press release is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are included in this report:

**Exhibit**

| <b>No.</b> | <b>Description</b>                   |
|------------|--------------------------------------|
| 99.1       | Presentation dated January 13, 2014  |
| 99.2       | Press Release dated January 13, 2014 |

**SIGNATURE**

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.

**INFINITY PHARMACEUTICALS, INC.**

Date: January 13, 2014

By: /s/ Lawrence E. Bloch, MD, JD  
**Lawrence E. Bloch, MD, JD**

**EVP, Chief Financial Officer and Chief Business  
Officer**