

HOLLIS EDEN PHARMACEUTICALS INC /DE/  
Form 8-K  
February 02, 2006

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**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): February 2, 2006

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**HOLLIS-EDEN PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-24672**  
(Commission  
File Number)

**13-3697002**  
(IRS Employer  
Identification No.)

**4435 Eastgate Mall, Suite 400**

**San Diego, California**  
(Address of principal executive offices)

**92121**  
(Zip Code)

Registrant's telephone number, including area code: (858) 587-9333

(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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## **Section 8 Other Events**

### **Item 8.01. Other Events.**

#### Issuance and Sale of Registered Securities and Warrants to purchase Registered Securities

On February 2, 2006, Hollis-Eden Pharmaceuticals, Inc. (the *Company*) entered into a placement agency agreement (the *Placement Agency Agreement*) with Rodman & Renshaw, LLC and Canaccord Adams, Inc., as exclusive placement agents (collectively, the *Placement Agents*) relating to the proposed offering of shares of the *Company*'s common stock and warrants to one or more investors. A copy of the *Placement Agency Agreement* is filed as Exhibit 1.1 to this Report, and the description of the material terms of the *Placement Agency Agreement* is qualified in its entirety by reference to such exhibit.

In addition, on February 2, 2006, the *Company* and investors introduced to the *Company* by the *Placement Agents* entered into stock purchase agreements relating to (i) the issuance and sale of up to an aggregate of 4,000,000 shares (the *Offered Shares*) of the *Company*'s common stock, par value \$0.01 per share, (the *Common Stock*), at an offering price of \$6.50 per share and (ii) the issuance of four-year warrants to purchase up to an additional 800,000 shares of Common Stock (the *Warrant Shares*) at an exercise price of \$8.75 per share (the *Warrants*). The *Warrants* are not exercisable until six months following issuance. A copy of the form of stock purchase agreement is filed as Exhibit 10.48 to this Report. A copy of the form of *Warrant* issued by the *Company* is attached hereto as Exhibit 10.49.

The *Offered Shares* and the *Warrant Shares* issuable upon exercise of the *Warrants* are registered under the Securities Act of 1933, as amended (the *Act*), on the *Company*'s previously filed and effective Registration Statement on Form S-3 (Registration No. 333-126458). The *Company* filed a base prospectus and a prospectus supplement relating to the issuance and sale of the *Offered Shares* and the *Warrant Shares* with the Securities and Exchange Commission on July 8, 2005 and February 2, 2006, respectively.

#### Press Release

The *Company*'s press release announcing the offering is filed as Exhibit 99.1 to this Report and is incorporated by reference herein.

#### Legal Opinion

Attached as Exhibit 5.1 is the opinion of Cooley Godward LLP relating to the legality of the issue and sale of the *Offered Shares* and the issuance of the *Warrant Shares* upon exercise of the *Warrants*.

## **Section 9 Financial Statements and Exhibits**

### **Item 9.01. Exhibits.**

*(c) Exhibits.*

- 1.1 Placement Agency Agreement, dated February 1, 2006.
- 5.1 Opinion of Cooley Godward LLP.
- 10.48 Form of Stock Purchase Agreement.
- 10.49 Form of Common Stock Purchase Warrant to be issued by the Company.
- 23.1 Consent of Cooley Godward LLP (reference is made to Exhibit 5.1).
- 99.1 Press Release, dated February 2, 2006.

**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, thereunto duly authorized.

Dated February 2, 2006

**HOLLIS-EDEN PHARMACEUTICALS, INC.**

By: /s/ Eric J. Loumeau

Eric J. Loumeau

Its: Vice President, General Counsel

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
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