

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): November 6, 2014

CORONADO BIOSCIENCES, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-35366

(Commission File Number)

20-5157386

(IRS Employer
Identification No.)

24 New England Executive Park, Burlington, MA

(Address of Principal Executive Offices)

01803

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(781) 652-4500**

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 3.02 Unregistered Sales of Equity Securities.

On November 6, 2014, Coronado Biosciences, Inc. (the “Company”) issued an aggregate of 2,175,000 shares of its common stock to Lindsay A. Rosenwald, its Chairman, President and Chief Executive Officer, Michael S. Weiss, its Executive Vice Chairman, Strategic Development, Malcolm A. Hoenlein, a member of its Board of Directors, and DAK Capital, an investor unaffiliated with the Company. The Company’s Board of Directors and Audit Committee approved the private placement which is exempt from registration under the Securities Act of 1933, as amended pursuant to Section 4(2) thereof. The shares of Company common stock were sold at \$1.61 per share, the closing price of the Company’s common stock on the NASDAQ Capital Market on November 6, 2014, and resulted in aggregate cash proceeds to the Company of \$3,501,750. The form of the Subscription Agreement for the private placement is filed as Exhibit 10.61 to this Current Report on Form 8-K and is incorporated herein by reference. A copy of the press release regarding the private placement is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

10.61 Form of Subscription Agreement.

99.1 Press release dated November 7, 2014.

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.

CORONADO BIOSCIENCES, INC.

Date: November 10, 2014

/s/ Lucy Lu

Name: Lucy, Lu, M.D.

Title: Executive Vice President and
Chief Financial Officer

THE SECURITIES SUBJECT TO THIS SUBSCRIPTION AGREEMENT ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT OF 1933 (the "1933 Act"), AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS, OR PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY WILL BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

NAME OF SUBSCRIBER: _____

CORONADO BIOSCIENCES, INC.

SUBSCRIPTION AGREEMENT

The undersigned (the "Purchaser") hereby subscribes to and agrees to purchase _____ shares of Common Stock (the "Shares") of Coronado Biosciences, Inc., a Delaware corporation (the "Corporation"), for a purchase price of \$_____ per share, the closing price on the date hereof. The subscription price hereunder shall be payable in full upon acceptance hereof by the Corporation.

The Purchaser hereby represents, warrants and agrees as follows.

(a) The Purchaser is a resident of the State of _____.

(b) The transfer of securities contemplated hereby is made in reliance upon the Purchaser's representation to the Corporation, which by the Purchaser's acceptance hereof the Purchaser hereby confirms, the Shares to be received by the Purchaser will be acquired for investment for Purchaser's own account, not as a nominee or agent, and not with a view to the sale or distribution of any part thereof, and the Purchaser has no present intention of selling, granting participation in, or otherwise distributing the same. By executing this Subscription Agreement, the Purchaser further represents that the Purchaser does not have any contract, undertaking, agreement, or arrangement with any person to sell, transfer or grant participations to such person, or to any third person, with respect to any of the Shares.

(c) The Purchaser understands that the Shares have not been registered under the 1933 Act on the grounds that the sale provided for in this Agreement and the issuance of securities hereunder is exempt from registration under the 1933 Act, and that the Corporation's reliance on such exemption is predicated in part on the Purchaser's representations set forth herein. The Purchaser realizes that the basis for the exemption may not be present if, notwithstanding such representations, the Purchaser has in mind merely acquiring the Shares for a fixed or determined period in the future, or for a market rise, or for sale if the market does not rise. The Purchaser does not have any such intention.

(d) The Purchaser represents that the Purchaser is experienced in evaluating early-stage companies such as the Corporation, is able to fend for the Purchaser's own self in the transactions contemplated by this Agreement, has such knowledge and experience in financial and business matters as to be capable of evaluating the merits and risks of Purchaser's investment, and has the ability to bear the economic risks of the Purchaser's investment. The Purchaser further represents that the Purchaser has had access, during the course of the transactions and prior to the Purchaser's acquisition of Shares, to all such information as the Purchaser deemed necessary or appropriate (to the extent the Corporation possessed such information or could acquire it without unreasonable effort or expense), and that the Purchaser has had, during the course of the transactions and prior to the Purchaser's acquisition of Shares, the opportunity to ask questions of, and receive answers from, the Corporation concerning the terms and conditions of the offering and to obtain additional information (to the extent the Corporation possessed such information or could acquire it without unreasonable effort or expense) necessary to verify the accuracy of any information furnished to the Purchaser or to which the Purchaser had access.

(e) The Purchaser understands that the Shares may not be sold, transferred or otherwise disposed of without registration under the 1933 Act or an exemption therefrom, and that in the absence of an effective registration statement covering the Shares or an available exemption from registration under the 1933 Act, the Shares must be held indefinitely. In particular, the Purchaser is aware that the Shares may not be sold pursuant to Rule 144 promulgated under the 1933 Act unless all of the conditions of that Rule are met. The Purchaser represents that, in the absence of an effective registration statement covering the Shares the Purchaser will sell, transfer, or otherwise dispose of the Shares only in a manner consistent with the Purchaser's representations set forth herein.

(f) The Purchaser agrees that in no event will the Purchaser make a transfer or disposition of any of the Shares (other than pursuant to an effective registration statement under the 1933 Act or, to the Corporation's reasonable satisfaction, pursuant to Rule 144), unless and until (i) the Purchaser shall have notified the Corporation of the proposed disposition and shall have furnished the Corporation with a statement of the circumstances surrounding the disposition, and (ii) if requested by the Corporation, at the expense of the Purchaser or transferee, the Purchaser shall have furnished to the Corporation an opinion of counsel, reasonably satisfactory to the Corporation, to the effect that such transfer may be made without registration under the 1933 Act.

(g) The Purchaser understands that each certificate representing the Shares will be endorsed with a legend substantially as follows.

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED, OR APPLICABLE STATE SECURITIES LAWS. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND NOT WITH A VIEW TO DISTRIBUTION OR RESALE, AND MAY NOT BE SOLD, MORTGAGED, PLEDGED, HYPOTHECATED OR OTHERWISE TRANSFERRED WITHOUT AN EFFECTIVE REGISTRATION STATEMENT FOR SUCH SECURITIES UNDER THE SECURITIES ACT OF 1933, AS AMENDED, AND ANY APPLICABLE STATE SECURITIES LAWS, OR THE AVAILABILITY OF AN EXEMPTION FROM THE REGISTRATION PROVISIONS OF THE SECURITIES ACT OF 1933, AS AMENDED, AND APPLICABLE STATE SECURITIES LAWS.

(h) The Purchaser will indemnify the Corporation, its officers, directors, stockholders, employees and agents against any losses or damages suffered by any of them as a result of the failure of the above representations and warranties to be true or the failure of the Purchaser to comply with the agreements set forth herein.

(i) The Purchaser represents that it is an “Accredited Investor” as such term is defined in Rule 501 or Regulation D promulgated under the Securities Act of 1933, as amended.

(j) By execution below, Purchaser consents, without limiting the manner by which notice otherwise may be given effectively to stockholders, that any notice to stockholders given by the Corporation pursuant to the Delaware General Corporation Law or the Corporation’s Certificate of Incorporation or Bylaws, shall be effective if given by either electronic mail or fax if directed to either the electronic mail address or facsimile number set forth below Purchaser’s signature. The foregoing consent shall be revocable by Purchaser upon delivery of written notice to the Corporation. In addition, the foregoing consent shall be deemed to be revoked without any action by Purchaser if (1) the Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent and (2) such inability becomes known to the secretary or an assistant secretary of the Corporation or to the transfer agent, or other person responsible for the giving of notice; provided, however, the inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or other action.

[Signatures on the following page]

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the __ day _____.

CORPORATION:

Coronado Biosciences, Inc.

By: _____

PURCHASER:

_____(SEAL)
Name:

Address: _____



CORONADO BIOSCIENCES RAISES \$3,500,000 THROUGH THE PRIVATE PLACEMENT OF RESTRICTED COMMON STOCK

Shares were sold at the closing price on November 6, 2014

Participating in the transaction were DAK Capital and Officers and Directors, Dr. Lindsay A. Rosenwald, Michael S. Weiss and Malcolm Hoenlein

Burlington, Mass., November 7, 2014 – Coronado Biosciences, Inc. (CNDO) announced today that it raised \$3,501,750 through the sale of restricted common stock. The shares were priced at the closing price on November 6, 2014. Participating in the financing were DAK Capital, Dr. Lindsay A. Rosenwald, Chairman and CEO of the Company, Michael S. Weiss, Executive Vice Chairman and Malcolm Hoenlein, Director.

About Coronado Biosciences

Coronado Biosciences is a biopharmaceutical company dedicated to investing in, acquiring, developing and commercializing novel pharmaceutical products. The Company's portfolio currently includes novel immunotherapy agents for the treatment of autoimmune diseases and cancer. As part of its growth strategy, the company plans to leverage its biopharmaceutical business and drug development expertise to acquire rights to, or to finance, innovative pharmaceutical and biotechnology products, technologies and/or companies, using a variety of approaches including licensing, partnerships, joint ventures, direct financings and/or public and private spin-outs. For more information, visit www.coronadobiosciences.com.

Forward-Looking Statements

This press release may contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Such statements include, but are not limited to, any statements relating to our growth strategy and product development programs and any other statements that are not historical facts. Forward-looking statements are based on management's current expectations and are subject to risks and uncertainties that could negatively affect our business, operating results, financial condition and stock price. Factors that could cause actual results to differ materially from those currently anticipated are: risks related to our growth strategy; our ability to obtain, perform under and maintain financing and strategic agreements and relationships; risks relating to the results of research and development activities; uncertainties relating to preclinical and clinical testing; our dependence on third party suppliers; our ability to attract, integrate, and retain key personnel; the early stage of products under development; our need for substantial additional funds; government regulation; patent and intellectual property matters; competition; as well as other risks described in our SEC filings. We expressly disclaim any obligation or undertaking to release publicly any updates or revisions to any forward looking statements contained herein to reflect any change in our expectations or any changes in events, conditions or circumstances on which any such statement is based, except as required by law.

Contact:

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Coronado Biosciences, Inc.
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