

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 28, 2012**

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**CORONADO BIOSCIENCES, INC.**

**(Exact Name of Registrant as Specified in Charter)**

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**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**

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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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On December 28, 2012, our Executive Chairman, Dr. Glenn L. Cooper, resigned his position as Executive Chairman and as a director of our company, effective immediately. In addition, on December 28, 2012, our board of directors appointed current director Dr. Harlan F. Weisman as our new Chairman and Chief Executive Officer. Dr. Bobby W. Sandage, Jr. remains our President and a member of our board.

To assist in the transition of management, effective December 28, 2012, we entered into a separation and release agreement and a one-year consulting agreement with Dr. Cooper, pursuant to which we will pay Dr. Cooper \$25,000 per month for 12 months as well as his COBRA premiums for 12 months. We also will pay him \$30,000 in severance, which is equal to his current board fees for one year, which will be paid in quarterly payments of \$7,500. Dr. Cooper's current options will continue to vest during the term of his consulting agreement and, in addition, all options that have not vested as of December 31, 2013 will automatically vest on that day if he remains in his consulting capacity through that date. We also granted Dr. Cooper an option to purchase 25,000 shares of our common stock that will vest on December 28, 2013 if he remains a consultant through that date. The exercise price of the option is \$4.75 per share. The consulting agreement prohibits Dr. Cooper from competing with us in the United States while the agreement is in effect and for 12 months thereafter. Upon the execution of the separation and release and consulting agreements, the employment agreement between us and Dr. Cooper dated April 1, 2011 was terminated.

Dr. Sandage's change of status from Chief Executive Officer entitles him to terminate his employment agreement for "good reason" (as defined in his employment agreement), in which case we would be obligated to pay Dr. Sandage his salary of \$395,000 for 12 months. In addition, any options that will vest on the next anniversary date of their respective grant date would automatically vest. Effective December 28, 2012, we entered into an amendment to Dr. Sandage's employment agreement, dated March 21, 2011, as amended on December 19, 2011, pursuant to which he will retain until June 28, 2013 the right to terminate his employment for "good reason" and be paid his severance payment and have his unvested options vest in full and he will have two years from termination to exercise the options. In addition, if Dr. Sandage terminates his employment for "good reason" or his employment is terminated without "cause" (as defined in his employment agreement), we will pay him his COBRA premiums for 12 months after termination. On December 28, 2012, our board approved the payment to Dr. Sandage of his 2012 performance bonus of \$200,000 as well as a retention bonus of \$100,000 payable on December 31, 2013 if he remains employed through that date. The retention bonus was also included in the employment agreement amendment.

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We have not entered into any contract with Dr. Weisman to date addressing his new positions with our company. A member of our board since August 2012, Dr. Weisman, age 60, is the founder and Managing Director of And-One Consulting, LLC, a consulting firm which was formed in March 2012 and focuses on assisting companies formulate and lead successful global strategies for accelerating medical product development, regulatory approval and market acceptance. From October 2006 to March 2012, Dr. Weisman was Chief Science and Technology Officer of Johnson and Johnson's Medical Device and Diagnostics business. While at Johnson and Johnson, Dr. Weisman also served as a member of the Medical Devices and Diagnostics Group Operating Committee, which committee was charged with steering the Medical Devices and Diagnostic Group's scientific and technical agendas, including investments in group-level technologies, and sponsoring the research and development talent agenda. Dr. Weisman received his B.A. in Philosophy from the University of Maryland and his M.D. from the University of Maryland School of Medicine. Dr. Weisman served his residency at Mount Sinai Hospital in New York City and was a fellow in cardiovascular disease at Johns Hopkins Hospital.

There are no family relationships between Dr. Weisman and any other director or executive officer of ours. There are no transactions with us in which Dr. Weisman has an interest requiring disclosure under Item 404(a) of Regulation S-K.

A copy of the press release regarding the above matters is attached hereto as Exhibit 99.1. The foregoing description of Dr. Cooper's separation and release and consulting agreements and the amendment to Dr. Sandage's employment agreement is qualified in its entirety by reference to such agreements, copies of which will be filed as exhibits to our Annual Report on Form 10-K for the year ended December 31, 2012.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated January 2, 2013.

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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: January 3, 2013

/s/ Dale Ritter

Name: Dale Ritter

Title: Senior Vice President, Finance



### **Coronado Biosciences Announces Key Addition to Management Team**

Burlington, MA, January 2, 2013 (GLOBE NEWSWIRE) – Coronado Biosciences, Inc. (NASDAQ:CNDO), a biopharmaceutical company focused on the development of novel immunotherapy biologic agents for the treatment of autoimmune diseases and cancer, announced today the strengthening of its management team by the appointment of Harlan F. Weisman, M.D., a director for the company since August 2012, as its new Chairman and Chief Executive Officer. Dr. Weisman's addition leverages his substantial expertise in the development, regulatory approval and launch of novel biologics and will be a tremendous asset to Coronado's ongoing efforts to bring important new therapies to patients and build shareholder value. Dr. Weisman was most recently at Johnson and Johnson (JNJ), where he held a number of leadership positions, and before that he was the head of R&D at Centocor, the developer of Remicade, which was acquired by JNJ.

Bobby W. Sandage, Jr., Ph.D. will continue in his role as President and a member of the Board of Directors and will focus on advancing both the TSO and CNDO-109 development programs and other operational aspects of the business. "We welcome Harlan and I look forward to working with him and the rest of the management team at Coronado at this critical stage in our development," said Dr. Sandage and commented, "We have made tremendous progress in advancing our pipeline, completing financings to provide a solid cash position, and positioning the company for success."

"I am very excited to join Bobby and the exceptional team at Coronado," commented Dr. Weisman and added, "I am enthusiastic about our prospects for 2013 as we continue to build momentum on our clinical programs and expand our capabilities."

In addition, Glenn L. Cooper, M.D., will step down as Executive Chairman of the board of the company, although Dr. Cooper will continue to support the company in a consulting role. "Glenn has been instrumental in building Coronado to the company it is today; from acquiring TSO and reorganizing the company in 2011 to spearheading the business arrangements with the Dr. Falk Pharma company and Ovamed," said Dr. Weisman. We are grateful to Glenn for his leadership and his continued willingness to contribute to our strategic endeavors through 2013 in his role as a valuable consultant."

#### **About Harlan F. Weisman, M.D.**

Dr. Weisman graduated from the University of Maryland and the University of Maryland School of Medicine. After his residency in Internal Medicine at Mount Sinai Hospital in New York, he was a fellow in cardiovascular disease at Johns Hopkins Hospital, and was then appointed as Assistant Professor of Medicine at Johns Hopkins University School of Medicine, Consultant Cardiologist, Johns Hopkins Hospital, and Director of the Experimental Cardiac Pathology Laboratory.

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Dr. Weisman was recruited from Johns Hopkins to Centocor, Inc., where he pioneered monoclonal antibodies as medical breakthroughs for wide therapeutic applications, including ReoPro®, REMICADE®, Simponi® and STELARA® which have combined annual sales of >\$8 Billion. He was the head of R&D when Johnson & Johnson acquired Centocor in 1999. He then became President of J&J Pharmaceutical R&D, where he mobilized and inspired the organization to improve pipeline performance and accelerate growth by advancing >15 new molecular entities into late-stage development within 3 years, and gaining approvals of 10 drugs with >\$10 Billion in annual sales. Dr. Weisman was promoted to Company Group Chairman, Pharmaceutical R&D, and had executive oversight of ALZA Corporation and J&J Pharmaceutical R&D, and led the acquisition and integration of 3-Dimensional Pharmaceuticals and later TransForm Pharmaceuticals. In this role, he managed a complex, multidisciplinary R&D organization with a \$7.3 Billion R&D budget and >6,000 R&D employees in 12 research centers across the globe.

In 2006, Dr. Weisman was appointed Chief Science and Technology Officer of Medical Devices and Diagnostics, where he steered the medical, regulatory, scientific and technology agendas for the J&J Medical Device and Diagnostics Group, including investments in drug/biologics-device combination products, regenerative medicine, nanotechnology and health informatics. He directed the effort to open a new innovation center in China, which is developing a rich pipeline of products for emerging markets. Dr. Weisman also built new capabilities in Regulatory Affairs and Evidence Based Medicine and was on the Board of Directors of J&J Development Corporation

#### About Coronado Biosciences

Coronado Biosciences is engaged in the development of novel immunotherapy biologic agents. The company's two principal pharmaceutical product candidates in clinical development are: TSO (*Trichuris suis* ova or CNDO-201), a biologic for the treatment of autoimmune diseases, such as Crohn's disease, ulcerative colitis and multiple sclerosis; and CNDO-109, a biologic that activates natural killer (NK) cells, for the treatment of acute myeloid leukemia (AML), multiple myeloma and solid tumors. For more information, please visit [www.coronadobiosciences.com](http://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 the announced changes in the company's executive management and the company's 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 include our ability to attract, integrate and retain key personnel, risks relating to the results of research and development activities, uncertainties relating to preclinical and clinical testing, financing and strategic agreements and relationships, the early stage of products under development, our need for substantial additional funds, government regulation, patent and intellectual property matters, our dependence on third party suppliers and 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.

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