UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 11, 2018

Karyopharm Therapeutics Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware	001-36167	26-3931704
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

85 Wells Avenue, 2nd Floor, Newton, Massachusetts	02459
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (617) 658-0600

(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 (see General Instruction A.2. below):

☐ 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 October 11, 2018, Karyopharm Therapeutics Inc. (the "Company") issued a press release announcing that it has priced a private offering of $150 million aggregate principal amount of its convertible senior notes due 2025 (the "Offering"). The notes will only be sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended. A copy of the press release announcing the pricing of the Offering is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Assuming successful completion of the Offering, including the Company's receipt of assumed net proceeds, after deducting estimated discounts and commissions and estimated offering expenses payable by the Company, of $145.1 million, the Company expects that its existing cash, cash equivalents and short- and long-term investments, together with the net proceeds from the Offering, will be sufficient to fund its current operating and capital expenditure plans into the second quarter of 2020. The Company's need for additional funds thereafter may be partially offset by cash generated from sales of drugs if selinexor receives accelerated approval and if the Company successfully commercializes selinexor in the United States, and from potential future payments related to collaboration or license arrangements the Company may seek to enter into as part of its strategy to commercialize selinexor outside the United States.

Cautionary Note Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Such forward-looking statements include those regarding the Company's expectation that, assuming successful completion of the Offering, the Company's cash, cash equivalents and short- and long-term investments, will be sufficient to fund its current operating and capital expenditure plans into the second quarter of 2020, the potential for selinexor to receive accelerated approval, the Company's potential to generate cash from sales of selinexor following any such approval and the potential for the Company to receive future payments related to collaboration or licenses agreements. Such statements are subject to numerous important factors, risks and uncertainties that may cause actual events or results to differ materially from the Company's current expectations. For example, there can be no guarantee that the Offering will be completed, or even if completed that the Company will receive net proceeds in an amount at least equal to its assumed net proceeds from the Offering; that any of the Company's drug candidates, including selinexor, will successfully complete necessary clinical development phases; that development of any of the Company's drug candidates will continue; or that any feedback from regulatory authorities will ultimately lead to the approval of selinexor or any of the Company's other drug candidates. The Company's expectations and, therefore, any forward-looking statements in this Current Report on Form 8-K could also be affected by risks and uncertainties relating to a number of other factors, including the following: uncertainties inherent in the offering of securities; the Company's results of clinical trials and preclinical studies, including subsequent analysis of existing data and new data received from ongoing and future studies; the content and timing of decisions made by the U.S. Food and Drug Administration and other regulatory authorities, investigational review boards at clinical trial sites and publication review bodies, including with respect to the need for additional clinical studies; the Company's ability to obtain and maintain requisite regulatory approvals and to enroll patients in its clinical trials; unplanned cash requirements and expenditures; development of drug candidates by the Company's competitors for diseases in which the Company is currently developing its drug candidates; and the Company's ability to obtain, maintain and enforce patent and other intellectual property protection for any drug candidates it is developing. These and other risks are described under the caption "Risk Factors" in the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, which was filed with the Securities and Exchange Commission (the "SEC") on August 7, 2018, and in other filings that the Company may make with the SEC in the future. Any forward-looking statements contained in this Current Report on Form 8-K speak only as of the date hereof, and, except as required by law, the Company expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release dated October 11, 2018.

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.

Date: October 11, 2018

KARYOPHARM THERAPEUTICS INC.

By: /s/ Christopher B. Primiano
Christopher B. Primiano
Executive Vice President, Chief Business Officer, General Counsel and Secretary

Targeting Disease at the Nuclear Pore

Karyopharm Therapeutics Announces Pricing of $150 Million of Convertible Senior Notes

NEWTON, Mass. – October 11, 2018 – Karyopharm Therapeutics Inc. (Nasdaq:KPTI), a clinical-stage pharmaceutical company, today announced the pricing of $150 million aggregate principal amount of its 3.00% convertible senior notes due 2025 (the "Notes"). The Notes will be sold in a private offering to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"). Karyopharm also granted to the initial purchasers of the Notes a 13-day option to purchase up to an additional $22.5 million aggregate principal amount of the Notes. The offering is expected to close on or about October 16, 2018, subject to satisfaction of customary closing conditions.

The Notes will be unsecured, senior obligations of Karyopharm, and will bear interest at a rate of 3.00% per annum, payable semi-annually in arrears on April 15 and October 15 of each year, beginning on April 15, 2019. The Notes will mature on October 15, 2025, unless earlier repurchased, redeemed or converted in accordance with their terms. Subject to certain conditions, on or after October 15, 2022, Karyopharm may redeem for cash all or a portion of the Notes at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the redemption date. The Notes will be convertible at the option of holders of the Notes, upon satisfaction of certain conditions and during certain periods, into cash, shares of Karyopharm's common stock, or a combination of cash and shares of Karyopharm's common stock, at Karyopharm's option. The conversion rate for the Notes will initially be 63.0731 shares of Karyopharm's common stock per $1,000 principal amount of Notes, which is equivalent to an initial conversion price of approximately $15.85 per share. This represents a premium of approximately 27.5% over the last reported sale price of $12.435 per share of Karyopharm's common stock on The Nasdaq Global Select Market on October 10, 2018. The conversion rate will be subject to adjustment upon the occurrence of certain events.

Karyopharm estimates that the net proceeds from the sale of the Notes will be approximately $145.1 million (or approximately $167.0 million if the initial purchasers exercise their option to purchase additional Notes in full), after deducting the initial purchasers' discounts and commissions and estimated offering expenses payable by Karyopharm. Karyopharm intends to use the net proceeds from the sale of the Notes: to continue establishing the infrastructure to support the potential commercial launch of selinexor; to support continued clinical development of selinexor in hematologic malignancies and solid tumors; to conduct ongoing activities to support regulatory submissions for oral selinexor as a new treatment for patients with penta-refractory multiple myeloma and, if the results of Karyopharm's SADAL trial are positive, as a new treatment for patients with relapsed/refractory diffuse large B-cell lymphoma; for clinical trials of two of Karyopharm's pipeline drug candidates in oncology, eltanexor and KPT-9274; and for working capital and other general corporate purposes.

The Notes will be offered and sold to qualified institutional buyers pursuant to Rule 144A under the Securities Act. The offer and sale of the Notes and the shares of common stock issuable upon conversion of the Notes, if any, have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction, and the Notes and any such shares may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. Any offer of the Notes will be made only by means of a private offering memorandum.

This press release does not constitute an offer to sell or the solicitation of an offer to buy the Notes or any other securities, nor shall there be any offer, solicitation or sale of the Notes or any other securities (including the shares of Karyopharm's common stock issuable upon conversion of the Notes, if any) in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful.

About Karyopharm Therapeutics

Karyopharm Therapeutics Inc. (Nasdaq:KPTI) is a clinical-stage pharmaceutical company focused on the discovery and development of novel first-in-class drugs directed against nuclear transport and related targets for the treatment of cancer and other major diseases. Karyopharm's SINE compounds function by binding with and inhibiting the nuclear export protein XPO1 (or CRM1). In addition to single-agent and combination activity against a variety of human cancers, SINE compounds have also shown biological activity in models of neurodegeneration, inflammation, autoimmune disease, certain viruses and wound-healing. Karyopharm, which was founded by Dr. Sharon Shacham, currently has several investigational programs in clinical or preclinical development.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Such forward-looking statements include those regarding the estimated net proceeds of the offering, the anticipated use of such net proceeds and the timing of the completion of the sale of the Notes. Such statements are subject to numerous important factors, risks and uncertainties, many of which are beyond Karyopharm's control, that may cause actual events or results to differ materially from Karyopharm's current expectations due to risks and uncertainties inherent in Karyopharm's business, including, without limitation: risks and uncertainties associated with market conditions; and the satisfaction of closing conditions related to the sale of the Notes. The failure to meet expectations with respect to any of the foregoing matters may reduce Karyopharm's stock price. These and other risks are described under the caption "Risk Factors" in Karyopharm's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, which was filed with the SEC on August 7, 2018, and in other filings that Karyopharm may make with the SEC in the future. Any forward-looking statements contained in this press release speak only as of the date hereof, and, except as required by law, Karyopharm expressly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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