

**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): April 2, 2019

Zafgen, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

001-36510
(Commission
File Number)

20-3857670
(I.R.S. Employer
Identification No.)

175 Portland Street, 4th Floor
Boston, Massachusetts
(Address of principal executive offices)

02114
(Zip Code)

Registrant's telephone number, including area code (617) 622-4003

Not Applicable

(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))

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 April 4, 2019, the Company issued a press release announcing that on April 2, 2019, the Company granted to Priya Singhal, M.D., M.P.H., the Company's Head of Research and Development an option to purchase 375,000 shares of the Company's common stock as a material inducement to Dr. Singhal's acceptance of employment with the Company in accordance with NASDAQ Listing Rule 5635(c)(4). A copy of the press release is filed herewith as Exhibit 99.1 to this Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Zafgen, Inc. on April 4, 2019.

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: April 4, 2019

ZAFGEN, INC.

By: /s/ Jeffrey S. Hatfield
Jeffrey S. Hatfield
Chief Executive Officer



Zafgen, Inc. Reports Inducement Grant Under Nasdaq Listing Rule 5635(c)(4)

BOSTON, April 4, 2019 (GLOBE NEWSWIRE) – Zafgen, Inc. (Nasdaq:ZFGN) (the “Company”) a clinical-stage biopharmaceutical company leveraging its proprietary knowledge of MetAP2 systems biology to develop novel therapies for patients affected by a range of metabolic diseases, today announced that on April 2, 2019, the Company granted to Priya Singhal, M.D., M.P.H., the Company’s Head of Research and Development an option to purchase 375,000 shares of the Company’s common stock, with 25% of the option shares vesting on March 4, 2020 and the balance vesting in equal monthly installments over the next three years, subject to her continued service to the Company through each vesting date. The option is subject to acceleration upon a change in control. The grant was made as a stand-alone inducement award agreement outside of the 2014 Stock Option and Incentive Plan as a material inducement to Dr. Singhal’s acceptance of employment with the Company in accordance with NASDAQ Listing Rule 5635(c)(4).

About Zafgen

Zafgen (Nasdaq:ZFGN) is a clinical-stage biopharmaceutical company leveraging its proprietary MetAP2 biology platform to develop novel therapies for patients affected by complex metabolic diseases. Zafgen has pioneered the study of MetAP2 inhibitors in both common and rare metabolic disorders and is currently advancing programs for type 2 diabetes, Prader-Willi syndrome and liver diseases. Learn more at www.zafgen.com.

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