

**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, 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.)

**3 Center Plaza, Suite 610**  
**Boston, Massachusetts**  
(Address of principal executive offices)

**02108**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock</b>	<b>ZFGN</b>	<b>NASDAQ Global Market</b>

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 2.02 Results of Operations and Financial Condition.**

On November 6, 2019, Zafgen, Inc. (the “Company”) announced its financial results for the third quarter of 2019. A copy of the press release is being furnished as Exhibit 99.1 to this Report on Form 8-K and is incorporated by reference herein.

The information in this Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#"><u>Press release issued by Zafgen, Inc. on November 6, 2019, furnished herewith.</u></a>

\* \* \*

**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 hereunto duly authorized.

**ZAFGEN, INC.**

Date: November 6, 2019

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



## **Zafgen Reports Third Quarter 2019 Financial Results**

### *Evaluation of strategic alternatives ongoing*

**Boston, November 6, 2019** – Zafgen, Inc. (Nasdaq:ZFGN) today reported its third quarter 2019 financial results.

In September 2019, Zafgen announced plans to explore strategic options to maximize shareholder value and these efforts are ongoing. The potential strategic alternatives that may be evaluated include, but are not limited to, an acquisition, merger, business combination, in-licensing, or other strategic transaction involving the Company or its assets.

### **Third Quarter 2019 Financial Results**

#### ***Cash, Cash Equivalents and Marketable Securities***

As of September 30, 2019, the Company had cash, cash equivalents, and marketable securities totaling \$82.0 million. Based on previously announced and recently implemented plans to reduce operating expenses and prioritize key resources announced previously, Zafgen expects significantly reduced cash burn in its future quarters compared to the third quarter of 2019.

#### ***Net Loss***

The Company reported a net loss for the third quarter of 2019 of \$12.9 million, or \$0.35 per share, compared to a net loss of \$15.1 million, or \$0.41 per share, for the third quarter of 2018. The net loss for the third quarter of 2019 includes \$4.0 million of restructuring charges.

The weighted average common shares (basic and diluted) outstanding used to compute net loss per share were 37.4 million for the third quarter of 2019 compared to 36.6 million for the same quarter of 2018.

#### ***Research and Development Expenses***

Research and development expenses for the third quarter of 2019 were \$5.3 million compared to \$11.8 million for the third quarter of 2018. The decrease in research and development expenses compared to the prior year period was primarily due to lower spend to resolve the FDA clinical hold and decreased personnel related costs.

### ***Restructuring Charges***

Restructuring charges for the third quarter of 2019 were \$4.0 million and include personnel related costs primarily related to severance expenses as a result of the multiple reductions in workforce and contract termination costs implemented in the third quarter of 2019.

### ***General and Administrative Expenses***

General and administrative expenses for the third quarter of 2019 were \$3.6 million, compared to \$3.3 million for the third quarter of 2018. The increase in general and administrative expenses as compared to the prior year period was primarily due to an increase in professional fees related to strategic alternatives activities and legal fees, which were partially offset by a decrease in non-cash stock-based compensation.

### ***About Zafgen***

Zafgen (Nasdaq:ZFGN) is a biopharmaceutical company that has leveraged its proprietary MetAP2 biology platform to pioneer the study of MetAP2 inhibitors in both common and rare metabolic disorders. Learn more at [www.zafgen.com](http://www.zafgen.com).

As previously announced, the Company has retained MTS Health Partners L.P. as its exclusive advisor to assist the Company in exploring alternatives. There can be no assurance that the exploration of strategic alternatives will result in any transaction being entered into or consummated. The Company has not set a timetable for completion of this review process and the Company does not intend to comment further unless or until the Board of Directors has approved a definitive course of action, the review process is concluded, or it is determined that other disclosure is appropriate.

### ***Safe Harbor Statement***

Various statements in this release concerning Zafgen's future expectations, plans and prospects, including without limitation, Zafgen's plans to explore strategic alternatives, Zafgen's expected cash, cash equivalents and marketable securities balance as of September 30, 2019, and Zafgen's expectations regarding the length of its cash runway, may constitute forward-looking statements for the purposes of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995 and other federal securities laws. Forward-looking statements can be identified by terminology such as "anticipate," "believe," "could," "could increase the likelihood," "estimate," "expect," "intend," "is planned," "may," "should," "will," "will enable," "would be expected," "look forward," "may provide," "would" or similar terms, variations of such terms or the negative of those terms. Actual results may differ materially from those indicated by these forward-looking statements as a result of various important factors, including, without limitation, Zafgen's ability to explore strategic alternatives and enter into and consummate a transaction as a result of such process, Zafgen's ability to retain personnel, and unexpected expenditures, as well as those risks more fully discussed in the section entitled "Risk Factors" in Zafgen's most recent Annual Report on Form 10-K filed with the Securities and Exchange Commission, as well as discussions of potential risks, uncertainties,

and other important factors in Zafgen's subsequent filings with the Securities and Exchange Commission, including without limitation Zafgen's Quarterly Reports on Form 10-Q. In addition, any forward-looking statements represent Zafgen's views only as of today and should not be relied upon as representing its views as of any subsequent date. Zafgen explicitly disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

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**ZAFGEN, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except share and per share data)  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Revenue	\$ —	\$ —	\$ —	\$ —
Operating expenses:				
Research and development	5,260	11,830	23,463	36,472
General and administrative	3,627	3,339	10,891	9,959
Restructuring charges	4,019	—	4,019	—
Total operating expenses	12,906	15,169	38,373	46,431
Loss from operations	(12,906)	(15,169)	(38,373)	(46,431)
Other income (expense):				
Interest income	451	623	1,654	1,214
Interest expense	(426)	(475)	(1,404)	(1,399)
Foreign currency transaction losses, net	(33)	(46)	(32)	(182)
Total other income (expense), net	(8)	102	218	(367)
Net loss	\$ (12,914)	\$ (15,067)	\$ (38,155)	\$ (46,798)
Net loss per share, basic and diluted	\$ (0.35)	\$ (0.41)	\$ (1.02)	\$ (1.53)
Weighted average common shares outstanding, basic and diluted	37,369,829	36,619,575	37,337,081	30,608,664

**ZAFGEN, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands, except share and per share data)  
(Unaudited)

	September 30, 2019	December 31, 2018
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 43,337	\$ 49,331
Marketable securities	38,669	68,735
Tax incentive receivable	235	1,536
Prepaid expenses and other current assets	1,202	1,728
Total current assets	83,443	121,330
Property and equipment, net	913	375
Operating lease right-of-use assets	7,172	—
Restricted cash	1,339	—
Other assets	20	57
Total assets	<u>\$ 92,887</u>	<u>\$ 121,762</u>
<b>Liabilities and Stockholders' Equity</b>		
Current liabilities:		
Accounts payable	\$ 3,319	\$ 3,590
Accrued expenses	1,719	4,261
Accrued restructuring costs	3,619	—
Operating lease liabilities, current	409	—
Notes payable, current	7,273	5,455
Total current liabilities	16,339	13,306
Notes payable, long-term	10,166	15,185
Operating lease liabilities	6,502	—
Total liabilities	<u>33,007</u>	<u>28,491</u>
Stockholders' equity:		
Preferred stock; \$0.001 par value per share; 5,000,000 shares authorized as of September 30, 2019 and December 31, 2018; no shares issued and outstanding as of September 30, 2019 and December 31, 2018	—	—
Common stock, \$0.001 par value per share; 115,000,000 shares authorized as of September 30, 2019 and December 31, 2018; 37,370,301 and 37,287,221 shares issued and outstanding as of September 30, 2019 and December 31, 2018, respectively	37	37
Additional paid-in capital	448,902	444,212
Accumulated deficit	(389,100)	(350,945)
Accumulated other comprehensive income (loss)	41	(33)
Total stockholders' equity	59,880	93,271
Total liabilities and stockholders' equity	<u>\$ 92,887</u>	<u>\$ 121,762</u>