
**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): December 12, 2017

ACER THERAPEUTICS INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

001-33004
(Commission
File Number)

76-0333165
(IRS Employer
Identification No.)

One Gateway Center, Ste 351 (300 Washington St.)
Newton, Massachusetts
(Address of principal executive offices)

02458
(Zip Code)

Registrant's telephone number, including area code: (844) 902-6100

N/A
(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 1.01. Entry into a Material Definitive Agreement.

On December 12, 2017, Acer Therapeutics Inc. (the “**Company**”) entered into an Underwriting Agreement (the “**Underwriting Agreement**”) with William Blair & Company L.L.C., as Representative of the several underwriters (the “**Underwriters**”), relating to the offering, issuance and sale of 916,667 shares of the Company’s common stock, \$0.01 par value per share, at a public offering price of \$12.00 per share (the “**Offering**”). Pursuant to the Underwriting Agreement, the Underwriters have agreed to purchase the shares of common stock from the Company at a price of \$11.16 per share (or \$11.58 per share with respect to shares of common stock to be purchased by affiliates), which will result in approximately \$10.0 million of net proceeds to the Company after deducting estimated underwriting discount and estimated offering expenses. The Offering is expected to close on or about December 14, 2017, subject to customary closing conditions. The Underwriters have a 30-day option to purchase up to an additional 137,500 shares of common Stock. All of the shares in the Offering are being sold by the Company.

The Offering is being made pursuant to the Company’s effective shelf registration statement on Form S-3 (Registration No. 333-208314) previously filed with the Securities and Exchange Commission. The Offering is being made only by means of a prospectus supplement and an accompanying prospectus.

The Underwriting Agreement contains customary representations, warranties and agreements by the Company, conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act of 1933, as amended, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Pillsbury Winthrop Shaw Pittman LLP relating to the legality of the issuance and sale of the shares in the Offering is attached as Exhibit 5.1 hereto.

A copy of the press release issued by the Company on December 12, 2017 relating to the Offering is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 1.1 | <u>Underwriting Agreement, dated December 12, 2017, by and between Acer Therapeutics Inc. and William Blair & Company, L.L.C., as Representative of the several underwriters.</u> |
| 5.1 | <u>Opinion of Pillsbury Winthrop Shaw Pittman LLP.</u> |
| 23.1 | <u>Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).</u> |
| 99.1 | <u>Press release issued by Acer Therapeutics Inc. dated December 12, 2017 titled “Acer Therapeutics Announces Pricing of Underwritten Public Offering of Common Stock.”</u> |

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, thereunto duly authorized.

Dated: December 12, 2017

ACER THERAPEUTICS INC.

By: /s/ Harry Palmin

Harry Palmin
Chief Financial Officer