

---

---

**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): March 23, 2016**

---

**Inotek Pharmaceuticals Corporation**  
(Exact name of registrant as specified in its charter)

---

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-36829**  
(Commission  
File Number)

**04-3475813**  
(I.R.S. Employer  
Identification No.)

**91 Hartwell Avenue**  
**Lexington, MA**  
(Address of principal executive offices)

**02421**  
(Zip Code)

**Registrant's telephone number, including area code (781) 676-2100**

**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))
- 
-

**Item 2.02 Results of Operations and Financial Condition**

On March 23, 2016, Inotek Pharmaceuticals Corporation announced its financial results for the year ended December 31, 2015. A copy of the press release is being furnished as Exhibit 99.1 to this Report on Form 8-K.

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 (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 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	Press release issued by Inotek Pharmaceuticals Corporation on March 23, 2016, furnished herewith.

**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: March 23, 2016

**INOTEK PHARMACEUTICALS CORPORATION**

By: /s/ Dale Ritter

Dale Ritter

Vice President —Finance

---

**EXHIBIT INDEX**

**Exhibit  
No.**

**Description**

99.1 Press release issued by Inotek Pharmaceuticals Corporation on March 23, 2016, furnished herewith.



## Inotek Pharmaceuticals Corporation Reports Fiscal Year 2015 Financial Results and Operational Highlights

**LEXINGTON, Mass** – March 23, 2016 – Inotek Pharmaceuticals Corporation (the “Company” or “Inotek”), (NASDAQ: ITEK), a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of therapies for ocular diseases, today reported financial results and operational highlights for the fiscal year ended December 31, 2015.

“2015 was a transformational year for Inotek as we achieved several significant regulatory, clinical and financial accomplishments, including the advancement of *trabodенoson*, a potential novel treatment for glaucoma without the side-effects of other topical treatments, into Phase 3 registration studies,” said David P. Southwell, President and Chief Executive Officer of Inotek. “Acceptance by the U.S. Food and Drug Administration of the pivotal Phase 3 monotherapy development plan for *trabodенoson*, evaluating the superiority of *trabodенoson*’s intraocular eye-pressure (“IOP”) reduction compared to placebo, marked an important inflection point for the Company. Additionally, we have continued to build a strong management team and board of directors, and strengthened our balance sheet by completing both an IPO with concurrent convertible note offering and follow-on offering, with net proceeds totaling approximately \$129 million.”

“2016 is off to a strong start. We are pleased to report that our first Phase 3 monotherapy trial (“MATrX-1”) continues to enroll on schedule, with top-line results expected in 4Q’16. In addition, we plan to initiate our second Phase 2 fixed-dose combination study, evaluating *trabodенoson* and *latanoprost* in a single eye drop, this year.”

### Recent *Trabodенoson* Development Program Highlights:

- In October 2015, Inotek commenced dosing of patients in MATrX-1, a Phase 3 randomized, double-masked, placebo-controlled trial of *trabodенoson* in approximately 335 patients diagnosed with primary open-angle glaucoma or ocular hypertension.
- Inotek hosted its first R&D Day in December 2015, in New York, at which six ophthalmology experts presented and analyzed *trabodенoson*’s clinical and preclinical data.
- Peer-reviewed publications of *trabodенoson*’s Phase 1 and Phase 2 clinical data were accepted in 2015 for publication in the Journal of Ocular Pharmacology and Therapeutics in September 2016.
- Inotek announced the issuance of a U.S. composition of matter patent covering crystalline forms of *trabodенoson* in March 2016.

### **Full Year 2015 Financing Highlights:**

- Raised \$74.0 million in net proceeds from follow-on public offering of 6.2 million shares of Inotek's common stock.
- Raised approximately \$55.4 million in net proceeds through IPO and concurrent sale of convertible notes. On February 18, 2015, Inotek's shares began trading on the NASDAQ Global Market under the symbol "ITEK". Convertible notes subsequently converted into common stock of the Company.

### **Upcoming Highlights:**

- Initiate a fixed dose combination dose ranging trial in 2016.
- Report top-line Phase 3 MATrX-1 results in 4Q'2016.
- Present three research posters at the annual meeting of the Association for Research in Vision and Ophthalmology in May 2016.

### **Fiscal Year 2015 Financial Results:**

- Cash and cash equivalents and short-term investments as of December 31, 2015 were \$111.3 million.
- Research and development expenses were \$12.6 million for the year ended December 31, 2015, compared to \$5.6 million for the year ended December 31, 2014.
- General and administrative expenses were \$7.8 million for the year ended December 31, 2015, compared to \$2.1 million for the year ended December 31, 2014.
- Loss from operations was \$20.4 million for the year ended December 31, 2015, compared to \$7.7 million for the year ended December 31, 2014.
- Net loss was \$68.0 million for the year ended December 31, 2015 including \$42.8 million in non-cash expenses associated with marking the 2020 Convertible Notes derivative liability to market value at the time of the conversions; compared to \$9.5 million for the year ended December 31, 2014.
- 26.4 million shares of common stock were outstanding at December 31, 2015.

### **About Inotek Pharmaceuticals Corporation**

Inotek is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of therapies for glaucoma and other eye diseases. The Company's lead product candidate, *trabodenoson*, is a first-in-class selective adenosine mimetic currently in Phase 3 development.

*Trabodenoson* was developed in Inotek's laboratories and is designed to restore the eye's natural pressure control mechanism. Additionally, the Company is evaluating the potential for selective adenosine mimetics to address optic neuropathies and other degenerative retinal diseases. For more information, please visit [www.inotekpharma.com](http://www.inotekpharma.com).

---

**Forward-Looking Statements**

This press release contains forward-looking statements, which are subject to substantial risks, uncertainties and assumptions. These forward-looking statements often include words such as “believe,” “expect,” “anticipate,” “intend,” “plan,” “estimate,” “seek,” “will,” “may” or similar expressions. Accordingly, you should not place undue reliance on these forward-looking statements. All such statements speak only as of the date made, and the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Source: Inotek Pharmaceuticals

**Inotek Contact:**

Claudine Prowse, Ph.D., 781-552-4305

Vice President, Strategy and Investor Relations Officer

[cprowse@inotekpharma.com](mailto:cprowse@inotekpharma.com)

Inotek Pharmaceuticals Corporation  
(Unaudited)  
(in thousands, except share and per share amounts)

Balance Sheets

	December 31, 2015	December 31, 2014
Cash and cash equivalents and short-term investments	\$ 111,280	\$ 3,618
Other assets	2,041	1,902
<b>Total Assets</b>	<b>\$ 113,321</b>	<b>\$ 5,520</b>
Accounts payable, accrued expenses and other liabilities	\$ 4,508	\$ 2,162
Notes payable	—	5,613
Convertible Bridge Notes	—	1,541
Warrant and Convertible Bridge Notes redemption rights derivative liabilities	—	962
<b>Total liabilities</b>	<b>4,508</b>	<b>10,278</b>
Series AA redeemable convertible preferred stock	—	46,253
Series X redeemable convertible preferred stock	—	548
<b>Stockholders' equity (deficit)</b>	<b>108,813</b>	<b>(51,559)</b>
<b>Total Liabilities, Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit)</b>	<b>\$ 113,321</b>	<b>\$ 5,520</b>

Statements of Operations

	Year ended December 31,	
	2015	2014
<b>Operating expenses:</b>		
Research and development	\$ (12,554)	\$ (5,592)
General and administrative	(7,842)	(2,112)
Loss from operations	(20,396)	(7,704)
Interest expense	(1,230)	(980)
Interest income	89	—
Loss on extinguishment of debt	(4,399)	—
Change in fair value of warrant liabilities	267	(845)
Change in fair value of Convertible Bridge Notes redemption rights derivative	480	(2)
Change in fair value of 2020 Convertible Notes derivative liability	(42,793)	—
<b>Net loss</b>	<b>\$ (67,982)</b>	<b>\$ (9,531)</b>
Net loss per share attributable to common stockholders—basic and diluted	\$ (3.72)	\$ (13.52)
Weighted-average number of shares outstanding—basic and diluted	18,311,333	1,020,088