
**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): May 15, 2015

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.)

131 Hartwell Avenue, Suite 105
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))
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Item 2.02 Results of Operations and Financial Condition

On May 15, 2015, Inotek Pharmaceuticals Corporation announced its financial results for the quarter ended March 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 May 15, 2015, 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: May 15, 2015

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 May 15, 2015, furnished herewith.



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Company Contact:
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Inotek Pharmaceuticals Corporation Reports First Quarter 2015 Operational and Financial Results

LEXINGTON, MA – May 15, 2015 – Inotek Pharmaceuticals Corporation (NASDAQ: ITEK), a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of therapies for glaucoma, today reported financial results and operational highlights for quarter ended March 31, 2015.

“During the first quarter of 2015, Inotek successfully completed its IPO raising gross proceeds of approximately \$63 million in the initial public offering combined with a concurrent offering of convertible notes,” commented David P. Southwell, President and Chief Executive Officer of Inotek. “We are on schedule to initiate our first pivotal Phase 3 trial in the third quarter of 2015, pending FDA agreement with our plans. This will enable us to deliver the data both from this trial and our Phase 2 dose-ranging trial of the fixed-dose combination with *latanoprost* in late 2016. In addition, we will continue to progress our retinal program.”

First Quarter 2015 and Recent Business Highlights:

- Issued approximately 7.0 million shares and received gross proceeds of approximately \$41.8 million through its IPO and subsequent exercise of the underwriters’ overallotment option. On February 18, 2015, Inotek’s shares began trading on the NASDAQ Global Market under the symbol “ITEK”.
- Issued \$21.0 million of 5.0% Convertible Notes due 2020 concurrent with the IPO and through the subsequent exercise of the underwriters’ overallotment option.

Expected Upcoming Milestones

- Complete an End-of-Phase 2 meeting with U.S. Food and Drug Administration (FDA) during the second quarter of 2015.
- Initiate first Phase 3 trial with *trabodenson* monotherapy in the third quarter of 2015.

Summary of First Quarter 2015 Financial Results:

- Cash and cash equivalents as of March 31, 2015 were \$53.1 million, compared to \$3.6 million as of December 31, 2014.
- Research and development expenses were \$1.1 million for the quarter ended March 31, 2015, compared to \$1.6 million for the quarter ended March 31, 2014.
- General and administrative expenses were \$2.0 million for the quarter ended March 31, 2015, compared to \$0.2 million for the quarter ended March 31, 2014.
- Loss from operations was \$3.0 million for the quarter ended March 31, 2015, compared to a loss of \$1.7 million for the quarter ended March 31, 2014.
- Net loss was \$1.5 million for the quarter ended March 31, 2015, compared to a net loss of \$2.1 million for the quarter ended March 31, 2014.

About Inotek Pharmaceuticals Corporation

Inotek Pharmaceuticals is a clinical-stage biopharmaceutical company focused on the discovery, development and commercialization of therapies for glaucoma. Our lead product candidate, *trabodенoson*, is a first-in-class selective adenosine mimetic that is rationally designed to lower intraocular pressure by restoring the eye's natural pressure control mechanism. Our product pipeline includes *trabodенoson* monotherapy delivered in an eye drop formulation, as well as a fixed-dose combination of *trabodенoson* with *latanoprost* given once-daily. Additionally, we are evaluating the potential for *trabodенoson* to directly target optic neuropathies. www.inotekpharma.com.

Forward-Looking Statements

This press release contains forward-looking statements, which are subject to substantial risks, uncertainties and assumptions. You should not place reliance on these statements. These 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.

-Financial Tables to Follow-

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

Balance Sheets

	March 31, 2015	December 31, 2014
Cash	\$ 53,139	\$ 3,618
Other assets	2,387	1,902
Total assets	<u>\$ 55,526</u>	<u>\$ 5,520</u>
Accounts payable, accrued expenses and other liabilities	\$ 2,481	\$ 2,162
2020 convertible notes, net	8,667	—
2020 convertible notes derivative liability	10,426	—
Notes payable	—	5,613
Convertible bridge notes	—	1,541
Warrant and convertible notes redemption rights derivative liabilities	—	962
Total liabilities	21,574	10,278
Series AA redeemable convertible preferred stock	—	46,253
Series X redeemable convertible preferred stock	—	548
Stockholders equity (deficit)	33,952	(51,559)
Total Liabilities, Redeemable Convertible Preferred Stock and Stockholders' Equity (Deficit)	<u>\$ 55,526</u>	<u>\$ 5,520</u>

Statements of Operations

	Three Months ended March 31,	
	2015	2014
Operating expenses:		
Research and development	\$ (1,069)	\$ (1,550)
General and administrative	(1,980)	(162)
Loss from operations	(3,049)	(1,712)
Interest expense	(474)	(243)
Loss on extinguishment of debt	(683)	—
Change in fair value of warrant liabilities	267	(193)
Change in fair value of convertible bridge notes redemption rights derivative	480	—
Change in fair value of 2020 Convertible Notes derivative	1,997	—
Net loss	<u>\$ (1,462)</u>	<u>\$ (2,148)</u>
Net loss per share attributable to common stockholders—basic and diluted	\$ (0.21)	\$ (3.08)
Weighted-average number of shares outstanding—basic and diluted	7,677,575	1,020,088