

Sorrento Therapeutics, Inc.
Form 10-Q/A
July 12, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

Amendment No. 1

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2013

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number 000-52228

SORRENTO THERAPEUTICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

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Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

33-0344842
(I.R.S. Employer

Identification Number)

6042 Cornerstone Ct. West,
Suite B

San Diego, California 92121

(Address of Principal Executive Offices)

(858) 210-3700

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☐

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The number of shares of the issuer's common stock, par value \$0.0001 per share, outstanding as of May 13, 2013 was 336,075,440.

Explanatory Note

Sorrento Therapeutics, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (this Amendment) to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013 (the Original Form 10-Q). This Amendment is being filed (a) to re-file Exhibits 2.1, 10.03 and 10.04 (the Exhibits) to the Original Form 10-Q in response to comments the Company received from the Securities and Exchange Commission (the SEC) on a confidential treatment request the Company made for certain portions of the Exhibits and (b) to amend and restate the Exhibit Index included with the Original Form 10-Q to reflect that redactions have been made to the Exhibits. The Exhibits, as re-filed, include certain portions that had previously been redacted pursuant to the Company's request for confidential treatment. Nothing in the Form 10-Q is being amended other than the items described above.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

This Amendment should be read in conjunction with the Original Form 10-Q and the Company's other filings with the SEC. Except as stated herein, this Amendment does not reflect events occurring after the filing of the Original Form 10-Q with the SEC on May 15, 2013, and no attempt has been made in this Amendment to modify or update other disclosures as presented in the Original Form 10-Q.

Item 6. Exhibits.

The exhibits listed in the Exhibit Index immediately preceding the exhibits are filed as part of this Quarterly Report on Form 10-Q and such Exhibit Index is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SORRENTO THERAPEUTICS, INC.

Date: July 12, 2013

By: **/s/ Henry Ji, PH.D.**
Henry Ji, Ph.D.
Interim Chief Executive Officer
(Principal Executive Officer)

Date: July 12, 2013

By: **/s/ Richard Glenn Vincent**
Richard Glenn Vincent
Chief Financial Officer
(Principal Financial and Accounting Officer)

EXHIBIT INDEX

2.1 ⁽¹⁾⁽²⁾	Option Agreement, dated March 7, 2013, by and between IgDraSol, Inc. and Sorrento Therapeutics, Inc.
3.1 ⁽³⁾	Restated Certificate of Incorporation.
10.01 ⁽³⁾	Assignment Agreement, dated January 7, 2013, by and between Tien-Li Lee, M.D. and Jane Wu Lee, and Sorrento Therapeutics, Inc.
10.02 ⁽³⁾	Loan and security Agreement entered into between Silicon Valley Bank and Sorrento Therapeutics, Inc., dated as of February 22, 2013 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on February 26, 2013).
10.03 ⁽¹⁾⁽²⁾	Asset Purchase Agreement, dated March 7, 2013, by and between IgDraSol, Inc. and Sorrento Therapeutics, Inc.
10.04 ⁽¹⁾⁽²⁾	Initial Services Agreement, dated March 7, 2013, by and between IgDraSol, Inc. and Sorrento Therapeutics, Inc.
10.05 ⁽³⁾	Voting Agreement, dated March 7, 2013, by and among Sorrento Therapeutics, Inc., IgDraSol, Inc., and the stockholders signatories thereto.
10.06 ⁽³⁾	Amended and Restated Stock Purchase Agreement dated March 13, 2013 by and between Sorrento Therapeutics, Inc. and each of the investors whose names appear on the signature pages thereof (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on March 14, 2013).
31.1 ⁽²⁾	Certification of Henry Ji, Ph.D., Principal Executive Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended.
31.2 ⁽²⁾	Certification of Richard Glenn Vincent, Principal Financial Officer, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, as amended.
32.1 ⁽³⁾	Certification of Henry Ji, Ph.D., Principal Executive Officer, and Richard Glenn Vincent, Principal Financial Officer, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, as amended.
101.INS ^{*(3)}	XBRL Instance Document
101.SCH ^{*(3)}	XBRL Taxonomy Extension Schema Document
101.CAL ^{*(3)}	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF ^{*(3)}	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB ^{*(3)}	XBRL Taxonomy Extension Label Linkbase Document
101.PRE ^{*(3)}	XBRL Taxonomy Extension Presentation Linkbase Document

* Pursuant to Rule 406T of Regulation S-T, these interactive data files are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933 or Section 18 of the Securities Act of 1934 and otherwise not subject to liability.

(1) Certain portions have been omitted pursuant to a confidential treatment request. Omitted information has been filed separately with the SEC.

(2) Filed herewith.

(3) Previously filed or furnished with the Company's Quarterly Report on Form 10-Q filed on May 15, 2013.