
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **June 5, 2018**

ContraVir Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-36856
(Commission
File Number)

46-2783806
(IRS Employer
Identification No.)

**399 Thornall Street, First Floor
Edison, NJ 08837**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(732) 902-4000**

(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 communication 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 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 8.01 Other Events

On June 5, 2018, ContraVir Pharmaceuticals, Inc. issued a press release providing an informational update to stockholders regarding its rights offering and the key dates and terms relative to the offering.

The press release is attached as Exhibit 99.1 to this report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 [ContraVir Pharmaceuticals, Inc. Press Release dated June 5, 2018](#)

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.

Dated: June 6, 2018

CONTRAVIR PHARMACEUTICALS, INC.

By: /s/ James Sapirstein
James Sapirstein
Chief Executive Officer

ContraVir Pharmaceuticals Informs Stockholders of Key Dates and Terms Related to Announced Rights Offering

EDISON, N.J., June 05, 2018 (GLOBE NEWSWIRE) — ContraVir Pharmaceuticals, Inc. (CTRV) (“ContraVir” or the “Company”), a biopharmaceutical company focused on the development and commercialization of therapeutic drugs for the treatment of hepatitis B virus (HBV), today provided an informational update to stockholders regarding its rights offering and the key dates and terms relative to the offering. Stockholders are advised to ensure they complete their open market purchases of ContraVir common stock by 5:00 PM ET on Tuesday, June 12, 2018 to be considered a stockholder of record on Thursday, June 14, 2018. Holders of the Company’s warrants issued in October 2015, April 2016 and April 2017 are also invited to participate in the rights offering on the same terms as the stockholders. Stockholders or interested parties are advised to direct all questions and informational requests to the contacts listed below.

Under the proposed rights offering, ContraVir will distribute to its holders of common stock and to certain warrant holders, at no charge, one non-transferable subscription right for each share of common stock held or deemed held on the record date. Each right will entitle the holder to purchase one unit, at a subscription price of \$1,000 per unit, consisting of one share of Series C Convertible Preferred Stock with a face value of \$1,000 (and immediately convertible into common stock at an assumed conversion price of \$1.55) and 323 warrants with an assumed exercise price of \$1.55. The warrants will be exercisable for five (5) years after the date of issuance.

The subscription rights are non-transferable and may only be exercised during the anticipated subscription period of Friday June 15, 2018 through 5:00 PM ET on Thursday, June 28, 2018, unless extended by ContraVir.

The expected calendar for the rights offering is as follows:

- Tuesday, June 12, 2018: Ownership Day — in order to be considered a stockholder of record on Thursday, June 14, 2018, shares should be acquired by this date.
 - Thursday, June 14, 2018: Record Date
 - Friday, June 15, 2018: Distribution Date; Subscription Period Begins
 - Thursday, June 28, 2018: Subscription Period Ends 5:00 PM ET, unless the Company extends the Subscription Period
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Holders who exercise their subscription rights in full will be entitled, if available, to subscribe for additional units that are not purchased by other shareholders, on a pro rata basis and subject to ownership limitations.

ContraVir has engaged Maxim Group LLC as dealer-manager in the rights offering. Questions about the rights offering or requests for copies of the preliminary and final prospectuses, when available, may be directed to Maxim Group LLC at 405 Lexington Avenue, New York, NY 10174, Attention Syndicate Department, or via email at syndicate@maximgrp.com or telephone at (212) 895-3745.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission but has not yet become effective. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. The rights offering, which is expected to commence following the effectiveness of the registration statement, is being made only by means of a written prospectus. A preliminary prospectus relating to and describing the proposed terms of the rights offering has been filed with the SEC as a part of the registration statement and is available on the SEC's website at <https://www.sec.gov/Archives/edgar/data/1583771/000104746918004237/a2235924zs-1a.htm>. Copies of the preliminary and final prospectus for the rights offering may be obtained, when available, from Maxim Group LLC, 405 Lexington Avenue, New York, NY 10174, Attention Syndicate Department, email: syndicate@maximgrp.com or telephone (212) 895-3745.

This press release does not constitute an offer to sell or the solicitation of an offer to buy these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About ContraVir Pharmaceuticals

ContraVir is a biopharmaceutical company focused on the development and commercialization of targeted antiviral therapies with a specific focus on developing a potentially curative therapy for hepatitis B virus (HBV). The company is developing two novel anti-HBV compounds with complementary mechanisms of action. TXL™, a nucleoside analog lipid prodrug of tenofovir (TFV), is designed to deliver higher hepatic intracellular concentrations of the active tenofovir species (tenofovir diphosphate) while reducing concentrations of tenofovir outside the liver, causing less off-target toxicities and side-effects. CRV431, the other anti-HBV compound, is a next-generation cyclophilin

inhibitor with a novel structure that increases its potency and selective index against HBV. In vitro and in vivo studies have thus far demonstrated that CRV431 reduces HBV DNA and other viral proteins, including surface antigen (HBsAg). For more information visit www.contravir.com.

Forward-Looking Statements

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of forward-looking words such as “anticipate,” “believe,” “forecast,” “estimated,” and “intend,” among others. These forward-looking statements are based on ContraVir’s current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, substantial competition; our ability to continue as a going concern; our need for additional financing; uncertainties of patent protection and litigation; uncertainties with respect to lengthy and expensive clinical trials, that results of earlier studies and trials may not be predictive of future trial results; uncertainties of government or third party payer reimbursement; limited sales and marketing efforts and dependence upon third parties; and risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations. As with any drug candidates under development, there are significant risks in the development, regulatory approval, and commercialization of new products. There are no guarantees that future clinical trials discussed in this press release will be completed or successful, or that any product will receive regulatory approval for any indication or prove to be commercially successful. ContraVir does not undertake an obligation to update or revise any forward-looking statement. Investors should read the risk factors set forth in ContraVir’s Form 10-KT for the year ended December 30, 2017 and other periodic reports filed with the Securities and Exchange Commission.

For further information, please contact:

Sharen Pyatetskaya
Director of Investor Relations
sp@contravir.com; (732) 902-4028

Contact:
