
**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): **May 1, 2017**

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 May 1, 2017, ContraVir Pharmaceuticals, Inc. (the "Company") issued a press release announcing the closing on April 28, 2017 of its previously announced underwritten public offering of 12,000,000 shares of its common stock and warrants to purchase 6,000,000 shares of its common stock at a combined offering price of \$1.00 for aggregate gross proceeds of \$12 million, before deducting underwriting discounts and commissions and estimated offering expenses payable by the Company.

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 May 1, 2017

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: May 2, 2017

CONTRAVIR PHARMACEUTICALS, INC.

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

CONTRAVIR PHARMACEUTICALS ANNOUNCES CLOSING OF PUBLIC OFFERING OF COMMON STOCK AND WARRANTS

EDISON, N.J., May 1, 2017 (GLOBE NEWSWIRE) — ContraVir Pharmaceuticals, Inc. (“ContraVir”) (NASDAQ:CTRV), a biopharmaceutical company focused on the development and commercialization of targeted antiviral therapies, announced the closing on April 28, 2017 of its previously announced underwritten public offering of 12,000,000 shares of its common stock and warrants to purchase 6,000,000 shares of its common stock at a combined offering price of \$1.00 for aggregate gross proceeds of \$12 million, before deducting underwriting discounts and commissions and estimated offering expenses payable by ContraVir. The shares of common stock and warrants will be issued separately. The warrants will be exercisable beginning on the date of issuance for a period of five years from the issuance date at an exercise price of \$1.25 per share. There is no established public trading market for the warrants and ContraVir does not expect a market to develop in the future. ContraVir intends to use the net proceeds from the sale of the securities to fund research and development activities, including ongoing clinical trials, and for working capital and other general corporate purposes, and possibly acquisitions of other companies, products or technologies, though no such acquisitions are currently contemplated.

Canaccord Genuity Inc. acted as the sole book-running manager for the offering and Maxim Group LLC acted as a co-manager for the offering.

The shares of common stock and warrants described above are being offered pursuant to a shelf registration statement previously filed with and declared effective by the Securities and Exchange Commission (SEC). A final prospectus supplement and accompanying prospectus relating to the offering was filed with the SEC and is available on the SEC’s website at www.sec.gov. Copies of the final prospectus supplement and the accompanying prospectus relating to the offering may also be obtained from Canaccord Genuity Inc., Attention: Equity Syndicate Department, 99 High Street, 12th Floor, Boston, Massachusetts 02110, by telephone at (617) 371-3900, or by email at prospectus@canaccordgenuity.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of ContraVir’s securities. No offer, solicitation or sale will be made in any state or other jurisdiction in which such offering, solicitation or sale would be unlawful.

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. One compound, TXL™ (formerly CMX157), is a highly potent analog of the successful antiviral drug Viread® (tenofovir disoproxil fumarate), and is currently in Phase 2a of development. TXL™ has demonstrated the potential for low, once-daily dosing and decreased systemic exposure compared to tenofovir, thereby potentially reducing renal and bone side effects. CRV431, the other anti-HBV compound, is a next-generation cyclophilin inhibitor with a unique structure that increases its potency and selective index against HBV. ContraVir is also developing Valnivadine, an orally available nucleoside analogue prodrug;

Valnivadine is currently in Phase 3 for the treatment of herpes zoster. In addition to direct antiviral activity, Phase 2 data suggest that Valnivadine has the potential to reduce the incidence of debilitating shingles-associated pain known as post-herpetic neuralgia (PHN). For more information visit www.contravir.com.

Forward-Looking Statements

This press release contains forward-looking statements, including statements relating to ContraVir's expectations regarding the completion of the proposed public offering. These statements are subject to significant risks and uncertainties and actual results could differ materially from those projected. ContraVir cautions investors not to place undue reliance on the forward-looking statements contained in this release. 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-K for the year ended June 30, 2016 and other periodic reports filed with the Securities and Exchange Commission.

For further information, please contact:

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