

---

# 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**

**May 8, 2017**

**Date of Report**

**May 5, 2017**

**(Date of earliest event reported)**

---

## DURECT CORPORATION

**(Exact name of Registrant as specified in its charter)**

---

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**000-31615**  
**(Commission**  
**File Number)**

**94-3297098**  
**(I.R.S. Employer**  
**Identification No.)**

**10260 Bubb Road**  
**Cupertino, CA 95014**  
**(Address of principal executive offices) (Zip code)**

**(408) 777-1417**  
**(Registrant's telephone number, including area code)**

**(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))

Indicate by check mark whether the registrant is an emerging growth company 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 1.01Entry into a Material Definitive Agreement**

On May 5, 2017, DURECT Corporation (the Company) and Sandoz AG (Sandoz) entered into a license agreement to develop and market POSIMIR® (SABER®-bupivacaine) in the U.S. POSIMIR is the Company's investigational post-operative pain relief depot currently in Phase III clinical development in the U.S. that utilizes the Company's patented SABER® technology to deliver bupivacaine to provide up to three days of pain relief after surgery. The Company retains commercialization rights in the rest of the world.

Under terms of the agreement, Sandoz will make an upfront payment of \$20 million, with the potential for up to an additional \$43 million in milestone payments based on successful development and regulatory milestones, and up to an additional \$230 million in sales-based milestones. Sandoz will have exclusive commercialization rights in the U.S. upon regulatory approval with sole funding responsibility for commercialization activities. Sandoz will pay the Company a tiered double digit royalty on product sales for a defined period, after which the license granted to Sandoz shall convert to a non-exclusive, fully paid, royalty-free, irrevocable and perpetual license. The Company will remain responsible for the completion of the ongoing PERSIST Phase 3 clinical trial for POSIMIR as well as FDA interactions through approval. The term of the agreement shall be for the duration of Sandoz's obligation to pay royalties for product sales under the Agreement. The agreement provides each party with specified termination rights, including the right of Sandoz to terminate at will after a specified period and for each party to terminate the agreement upon material breach of the agreement by the other party. The agreement also contains terms and conditions customary for this type of arrangement, including representations, warranties and indemnities. Closing of the transaction is anticipated to occur in the second quarter of 2017 and is contingent solely on completion of review under the Hart-Scott-Rodino (HSR) Antitrust Improvements Act of 1976.

## **Item 8.01Other Events**

The Company issued a press release announcing this event on May 8, 2017, a copy of which is attached hereto as Exhibit 99.1.

## **Item 9.01.Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release of DURECT Corporation dated May 8, 2017

## **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.

### **DURECT Corporation**

Date: May 8, 2017

By: /s/ James E. Brown

James E. Brown

President and Chief Executive Officer