

CERUS CORP  
Form 8-K  
March 17, 2006

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**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): March 16, 2006

**CERUS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation)

**0-21937**  
(Commission File No.)  
**2411 Stanwell Drive**

**68-0262011**  
(IRS Employer Identification No.)

**Concord, California 94520**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (925) 288-6000

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 (see General Instruction A.2. below):

- 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))



**Item 1.01. Entry into a Material Definitive Agreement.**

On March 16, 2006, Cerus Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Robert W. Baird & Co. Incorporated and JMP Securities LLC, as representatives of the several underwriters named on Schedule I to the Underwriting Agreement (collectively, the Underwriters ), pursuant to which the Company issued and sold to the Underwriters 4,500,000 shares of the Company s common stock (the Shares ). The Company has granted to the Underwriters an option to purchase up to 675,000 shares of common stock to cover over-allotments, if any. The Underwriting Agreement contains customary representations, warranties and agreements by us, and customary conditions to closing, indemnification rights, obligations of the parties and termination provisions. The offering is being made pursuant to our effective shelf registration statement on Form S-3 (Registration No. 333-67286), previously filed with the Securities and Exchange Commission. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

**Item 8.01. Other Events.**

A copy of the Company s press release, dated March 16, 2006, entitled Cerus Corporation Announces Pricing of Common Stock Offering, is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Attached as Exhibit 5.1 to this Current Report on Form 8-K is the opinion of Cooley Godward LLP relating to the legality of the Shares.

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

(d) Exhibits

- 1.1 Underwriting Agreement, dated March 16, 2006, by and among the Company, Robert W. Baird & Co. Incorporated and JMP Securities LLC, as representatives of the several underwriters named on Schedule I thereto.
- 5.1 Opinion of Cooley Godward LLP.
- 23.1 Consent of Cooley Godward LLP (reference is made to Exhibit 5.1).
- 99.1 Press Release, dated March 16, 2006, entitled Cerus Corporation Announces Pricing of Common Stock Offering.

**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.

**CERUS CORPORATION**

Dated: March 16, 2006

By: /s/ Howard G. Ervin  
Howard G. Ervin

Vice President, Legal Affairs

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description</b>
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