

RXi Pharmaceuticals Corp
Form S-1/A
September 28, 2018

As filed with the Securities and Exchange Commission on September 28, 2018

Registration No. 333-227173

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2 to

FORM S-1

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

RXi PHARMACEUTICALS CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware

2834

45-3215903

(State or other jurisdiction of incorporation or organization) (Primary Standard Industrial Classification Code Number) (I.R.S. Employer Identification Number)

257 Simarano Drive, Suite 101

Marlborough, Massachusetts 01752

(508) 767-3861

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Geert Cauwenbergh, Dr. Med. Sc.

President

RXi Pharmaceuticals Corporation

257 Simarano Drive, Suite 101

Marlborough, Massachusetts 01752

(508) 767-3861

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Ryan A. Murr
Gibson, Dunn & Crutcher LLP
555 Mission Street, Suite 3000
San Francisco, CA 94105
Telephone: (415) 393-8373
Facsimile: (415) 374-8430

Oded Har-Even
Robert V. Condon III
Zysman, Aharoni, Gayer and Sullivan & Worcester LLP
1633 Broadway, 32nd Floor
New York, NY 10019
Telephone: (212) 660-5003
Facsimile: (212) 660-3001

Approximate date of commencement of proposed sale to the public:

As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
	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 7(a)(2)(B) of the Securities Act.

Title of each class of securities to be registered ⁽¹⁾	Proposed maximum aggregate offering price ⁽¹⁾⁽²⁾	Amount of registration fee
Units comprised of shares of common stock, par value \$0.0001 per share, and warrants to purchase common stock ⁽³⁾	\$ 13,800,000	\$ 1,718.10
(i) Shares of common stock included in the units ⁽⁴⁾		
(ii) Warrants to purchase common stock included in the units ⁽⁴⁾		
Pre-funded units comprised of pre-funded warrants and warrants to purchase common stock ⁽³⁾	13,662,000	1,700.92
(i) Pre-funded warrants to purchase common stock included in the units ⁽⁴⁾		
(ii) Warrants to purchase common stock included in the units ⁽⁴⁾		
Shares of common stock issuable upon exercise of warrants ⁽³⁾	13,800,000	1,718.10
Shares of common stock issuable on conversion of pre-funded warrants ⁽³⁾	138,000	17.18
Underwriter's warrants to purchase common stock ⁽⁵⁾		
Shares of common stock issuable upon exercise of underwriter's warrants ⁽⁶⁾	1,293,750	161.07
Total	\$42,693,750	\$5,315.37 ⁽⁷⁾

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the "**Securities Act**").

Pursuant to Rule 416 under the Securities Act, the shares of common stock registered hereby also include an indeterminate number of additional shares of common stock as may, from time to time, become issuable by reason of stock splits, stock dividends, recapitalizations or other similar transactions.

(2) The proposed maximum aggregate offering price of the units proposed to be sold in the offering will be reduced on a dollar-for-dollar basis based on the offering price of any pre-funded units offered and sold in the offering, and as such the proposed maximum aggregate offering price of the units and pre-funded units (including the common stock issuable upon exercise of the pre-funded warrants included in the pre-funded units), if any, is \$13,800,000.

(3) No separate fee is required pursuant to Rule 457(i) under the Securities Act.

(4) No separate fee is required pursuant to Rule 457(g) under the Securities Act.

Represents warrants to purchase a number of shares of common stock equal to 7.5% of the number of shares of common stock (i) included within the units and (ii) issuable upon the exercise of the pre-funded warrants included within the pre-funded units placed in this offering at an exercise price equal to 125% of the offering price per unit (excluding any shares of common stock underlying the warrants included in the units and the pre-funded units sold in this offering).

(5) Previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act, or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-227173) is being filed solely for the purpose of filing certain exhibits as indicated in Part II of this Amendment No. 2. This Amendment No. 2 does not modify any provision of the prospectus that forms a part of the registration statement.

PART II

Information Not Required in Prospectus

Item 13. Other Expenses of Issuance and Distribution

The following table sets forth the fees and expenses, other than underwriting fees and expenses, payable in connection with the registration of the common stock hereunder. All amounts are estimates except the SEC registration fee and the FINRA filing fee.

Item	Amount to be paid
SEC registration fee	\$5,315.37
FINRA filing fee	6,904.06
Printing expenses	5,000.00
Legal fees and expenses	200,000.00
Accounting fees and expenses	50,000.00
Transfer Agent fees and expenses	5,000.00
Miscellaneous expenses	17,780.57
Total	\$290,000.00

Item 14. Indemnification of Directors and Officers

Section 145 of the Delaware General Corporation Law (“**DGCL**”) authorizes a corporation to indemnify its directors and officers against liabilities arising out of actions, suits and proceedings to which they are made or threatened to be made a party by reason of the fact that they have served or are currently serving as a director or officer to a corporation. The indemnity may cover expenses (including attorneys’ fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by the director or officer in connection with any such action, suit or proceeding. Section 145 permits corporations to pay expenses (including attorneys’ fees) incurred by directors and officers in advance of the final disposition of such action, suit or proceeding. In addition, Section 145 provides that a corporation has the power to purchase and maintain insurance on behalf of its directors and officers against any liability asserted against them and incurred by them in their capacity as a director or officer, or arising out of their status as such, whether or not the corporation would have the power to indemnify the director or officer against such liability under Section 145.

Our certificate of incorporation provides that we will indemnify to the fullest extent authorized or permitted by the DGCL or any other applicable law as now or hereafter in effect any person made, or threatened to be made, a defendant or witness to any action, suit or proceeding (whether civil, criminal or otherwise) by reason of the fact that he is or was a director of our corporation or by reason of the fact that such director, at our request, is or was serving any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise in any capacity. Our certificate of incorporation also provides that no amendment or repeal of the certificate of incorporation will apply to or have any effect on any right to indemnification provided in the certificate of incorporation with respect to any acts or omissions occurring prior to such amendment or repeal.

As permitted by the DGCL, our bylaws, as amended, provide that we will indemnify to the fullest extent authorized or permitted by applicable law as now or hereafter in effect any person who was or is made, or is threatened to be made, a party or is otherwise involved in any action, suit or proceeding (whether civil, criminal, administrative or investigative), by reason of the fact that he (or a person for whom he is the legal representative) is or was a director or officer of our corporation, is or was serving at our request as a director, officer, employee, member, trustee or agent of another corporation or of a partnership, joint venture, trust, nonprofit entity or other enterprise.

Consequently, no director of the corporation will be personally liable to the corporation or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director. However, notwithstanding the preceding sentence, a director will be liable to the extent provided by Delaware law (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for payments of unlawful dividends or for unlawful stock repurchases or redemption, or (4) for any transaction from which the director derived an improper personal benefit.

We have entered into indemnification agreements with each of our executive officers and directors. These agreements provide that, subject to limited exceptions and among other things, we will indemnify each of our executive officers and directors to the fullest extent permitted by law and advance expenses to each indemnitee in connection with any proceeding in which a right to indemnification is available.

We also maintain insurance on behalf of any person who is or was our director, officer, trustee, employee or agent or serving at our request as a director, officer, trustee, employee or agent of another corporation, partnership, joint venture, trust, non-profit entity or other enterprise against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted for directors, officers, or persons who control us, we have been informed that, in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

Item 15. Recent Sales of Unregistered Securities

In the three years preceding the filing of this registration statement, we have issued the following securities that were not registered in the Securities Act.

On January 6, 2017, the Company issued an aggregate of 275,036 shares of common stock and an aggregate of 1,118,224 shares of Series C Convertible Preferred Stock to MirImmune Inc. pursuant to that certain Stock Purchase Agreement dated January 6, 2017, in consideration for the Company's acquisition of MirImmune outstanding capital stock. On June 9, 2017, with the approval of the Company's stockholders in accordance with the Nasdaq stockholder approval requirements, Series C Convertible Preferred Stock outstanding were automatically converted into 111,822 shares of common stock, such that there were no shares of Series C Convertible Preferred Stock issued or outstanding after the conversion.

On August 8, 2017, the Company entered into a purchase agreement (the “Purchase Agreement”) with Lincoln Park Capital Fund, LLC (“LPC”). As a commitment fee for entering into the Purchase Agreement, the Company issued to LPC 45,000 shares of Company common stock at a price per share of \$5.80.

On June 7, 2013, the Compensation Committee approved an employee stock purchase plan (“ESPP”), which was subsequently approved by the Company’s stockholders at the Company’s 2014 Annual Meeting of Stockholders and amended by the Company’s stockholders at the Company’s 2016 and 2018 Annual Meeting of Stockholders. The ESPP allows employees to contribute a percentage of their cash earnings, subject to certain maximum amounts, to be used to purchase shares of the Company’s common stock on each of two semi-annual purchase dates. The purchase price is equal to 90% of the market value per share on either (a) the date of grant of a purchase right under the ESPP or (b) the date on which such purchase right is deemed exercised, whichever is lower.

As of June 30, 2018, an aggregate of 451,133 shares of common stock were reserved for issuance under the Company’s ESPP, of which 2,261 shares of common stock have been issued under the ESPP and 448,872 shares are available for future issuances.

As of June 30, 2018, we have not sold any shares of common stock to employees, directors, and consultants for cash consideration upon the exercise of stock options and stock awards.

On April 11, 2018, the Company issued 1,510,604 shares of common stock, at a price of \$3.15 per share pursuant to that certain Securities Purchase Agreement dated April 9, 2018. In a concurrent private placement, we sold warrants to purchase a total of 1,132,953 shares of common stock at a price of \$0.125 per underlying warrant share and with an exercise price of \$3.15 per share. In connection with this offering, we issued warrants to purchase a total of 75,530 shares of our common stock with an exercise price of \$4.0546 per share to the placement agent, H.C. Wainwright & Co., LLC. We also agreed to pay the placement agent an aggregate fee equal to \$367,502, which represents 7.5% of the gross proceeds received by us from the sale of the securities in the offering and concurrent private placement.

Unless otherwise noted, all of the transactions described in Item 15 were exempt from registration under the Securities Act pursuant to Section 4(a)(2) of the Securities Act in that such sales did not involve a public offering or under Rule 701 promulgated under the Securities Act, in that they were offered and sold either pursuant to written compensatory plans or pursuant to a written contract relating to compensation, as provided by Rule 701.

Item 16. Exhibits and Financial Statement Schedules

Financial Statement Schedules

Certain schedules are omitted because they are not applicable, or are not required by smaller reporting companies.

Exhibits

Exhibit	Description	Incorporated by Reference Herein	
		Form	Date
1.1	<u>Form of Underwriting Agreement.*</u>		
2.1	<u>Asset Purchase Agreement, dated March 1, 2013, between RXi Pharmaceuticals Corporation and OPKO Health, Inc. +</u>	Quarterly Report on Form 10-Q (File No. 000-54910)	May 15, 2013
2.2	<u>Stock Purchase Agreement, dated January 6, 2017, by and among RXi Pharmaceuticals Corporation, RXi Merger Sub, LLC, MirImmune Inc., certain shareholders named therein and Alexey Wolfson, Ph.D., in his capacity as Sellers' Representative.</u>	Current Report on Form 8-K (File No. 001-36304)	January 10, 2017
3.1	<u>Amended and Restated Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u>	Amendment No. 4 to the Registration Statement on Form S-1 (File No. 333-177498)	February 7, 2012
3.2	<u>Certificate of Designations, Preferences and Rights of Series A Convertible Preferred Stock of RXi Pharmaceuticals Corporation.</u>	Amendment No. 4 to the Registration Statement Form S-1 (File No. 333-177498)	February 7, 2012
3.3	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u>	Current Report on Form 8-K (File No. 000-54910)	July 22, 2013
3.4	<u>Certificate of Designations, Preferences and Rights of Series A-1 Convertible Preferred Stock of RXi Pharmaceuticals Corporation.</u>	Quarterly Report on Form 10-Q (File No. 000-54910)	August 14, 2013

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| 3.5 | <u>Certificate of Increase, filed with the Secretary of State of the State of Delaware on January 24, 2014.</u> | Current Report on Form 8-K
(File No. 000-54910) | January 24,
2014 |
| 3.6 | <u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u> | Registration Statement on Form
S-1 (File No. 333-203389) | April 13,
2015 |
| 3.7 | <u>Certificate Eliminating the Series A Convertible Preferred Stock from the Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u> | Quarterly Report on Form 10-Q
(File No. 001-36304) | November
12, 2015 |

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3.8 <u>Certificate Eliminating the Series A-1 Convertible Preferred Stock from the Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u>	Quarterly Report on Form 10-Q (File No. 001-36304)	November 12, 2015
3.9 <u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u>	Current Report on Form 8-K (File No. 001-36304)	April 15, 2016
3.10 <u>Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock of RXi Pharmaceuticals Corporation.</u>	Current Report on Form 8-K (File No. 001-36304)	December 21, 2016
3.11 <u>Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock of RXi Pharmaceuticals Corporation.</u>	Current Report on Form 8-K (File No. 001-36304)	January 10, 2017
3.12 <u>Certificate Eliminating the Series B Convertible Preferred Stock from the Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u>	Quarterly Report on Form 10-Q (File No. 001-36304)	November 8, 2017
3.13 <u>Certificate Eliminating the Series C Convertible Preferred Stock from the Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u>	Quarterly Report on Form 10-Q (File No. 001-36304)	November 8, 2017
3.14 <u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation of RXi Pharmaceuticals Corporation.</u>	Current Report on Form 8-K (File No. 001-36304)	January 5, 2018
3.15 <u>Amended and Restated Bylaws of RXi Pharmaceuticals Corporation.</u>	Current Report on Form 8-K (File No. 001-36304)	June 9, 2017
4.1 <u>Form of Warrant.</u>	Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-203389)	May 21, 2015
4.2 <u>Form of Warrant.</u>	Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-214199)	December 14, 2016
4.3 <u>Form of Warrant.</u>	Current Report on Form 8-K (File No. 333-214199)	April 11, 2018
4.4 <u>Form of Placement Agent Warrant.</u>	Current Report on Form 8-K (File No. 333-214199)	April 11, 2018
4.5 <u>Form of Warrant.*</u>		
4.6 <u>Form of Pre-Funded Warrant.*</u>		

5.1 Opinion of Gibson, Dunn & Crutcher LLP regarding the securities being registered.*

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10.1	<u>Patent and Technology Assignment Agreement between RXi Pharmaceuticals Corporation (formerly RNCS, Inc.) and Advirna, LLC, effective as of September 24, 2011.</u>	Registration Statement on Form S-1 (File No. 333-177498)	October 25, 2011
10.2	<u>RXi Pharmaceuticals Corporation 2012 Long Term Incentive Plan.**</u>	Registration Statement on Form S-8 (File No. 333-227013)	August 24, 2018
10.3	<u>Form of Restricted Stock Unit Award under the Company's 2012 Long Term Incentive Plan.**</u>	Amendment No. 2 to the Registration Statement on Form S-1 (File No. 333-177498)	December 29, 2011
10.4	<u>Form of Incentive Stock Option Award under the Company's 2012 Long Term Incentive Plan, as amended.**</u>	Registration Statement on Form S-1 (File No. 333-191236)	September 18, 2013
10.5	<u>Form of Non-Qualified Stock Option Award under the Company's 2012 Long Term Incentive Plan, as amended.**</u>	Registration Statement on Form S-1 (File No. 333-191236)	September 18, 2013
10.6	<u>RXi Pharmaceuticals Corporation Employee Stock Purchase Plan.**</u>	Registration Statement on Form S-8 (File No. 333-227013)	August 24, 2018
10.7	<u>Form of Indemnification Agreement.**</u>	Amendment No. 3 to the Registration Statement on Form S-1 (File No. 333-177498)	January 23, 2012
10.8	<u>Employment Agreement, dated April 27, 2012, between RXi Pharmaceuticals Corporation and Geert Cauwenbergh, Dr. Med. Sc.**</u>	Current Report on Form 8-K (File No. 333-177498)	May 3, 2012
10.9	<u>Employment Agreement, dated January 6, 2017, between RXi Pharmaceuticals Corporation and Alexey Eliseev, Ph.D.**</u>	Annual Report on Form 10-K (File No. 001-36304)	March 30, 2017
10.10	<u>Non-Competition Agreement, dated January 6, 2017, between RXi Pharmaceuticals Corporation and Alexey Eliseev, Ph.D.**</u>	Annual Report on Form 10-K (File No. 001-36304)	March 30, 2017
10.11	<u>Employment Agreement, dated April 24, 2017, between RXi Pharmaceuticals Corporation and Gerrit Dispersyn, Dr. Med. Sc.**</u>	Post-effective Amendment No. 1 to the Registration Statement on Form S-1 (File No. 333-214199)	May 4, 2017
10.12	<u>Lease Agreement dated December 17, 2013 between RXi Pharmaceuticals Corporation and 257 Simarano Drive, LLC, Brighton Properties, LLC, Robert Stubblebine 1, LLC and Robert Stubblebine 2, LLC.</u>	Current Report on Form 8-K (File No. 000-54910)	December 20, 2013

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10.13	<u>Registration Rights Agreement, dated August 8, 2017, between RXi Pharmaceuticals Corporation and Lincoln Park Capital Fund, LLC.</u>	Current Report on Form 8-K (File No. 001-36304)	August 9, 2017
10.14	<u>Purchase Agreement, dated August 8, 2017, between RXi Pharmaceuticals Corporation and Lincoln Park Capital Fund, LLC.</u>	Registration Statement on Form S-1 (File No. 333-220062)	August 18, 2017
10.15	<u>Securities Purchase Agreement, dated April 9, 2018, by and between the Company and the Purchasers therein.</u>	Current Report on Form 8-K (File No. 333-214199)	April 11, 2018
23.1	<u>Consent of BDO USA, LLP, an Independent Registered Public Accounting Firm.</u>	Registration Statement on Form S-1 (File No. 333-227173)	September 14, 2018
23.2	<u>Consent of Gibson, Dunn & Crutcher LLP.*</u>	Included in Exhibit 5.1	
24.1	<u>Powers of Attorney.</u>	Registration Statement on Form S-1 (File No. 333-227173)	August 31, 2018

* Filed herewith.

**Indicates a management contract or compensatory plan or arrangement.

+ Confidential treatment has been requested or granted for certain portions which have been blanked out in the copy of the exhibit filed with the Securities and Exchange Commission. The omitted information has been filed separately with the Securities and Exchange Commission.

Item 17. Undertakings

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, or the Act, may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that Paragraphs (a)(1)(i), (ii), and (iii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d)) that are incorporated by reference in the registration statement.

(b) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(c) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

(d) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date;

(e) That, for purposes of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424 (§ 230.424 of this chapter);

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(f) That, for purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act of 1933 shall be deemed to be part of this registration statement as of the time it was declared effective;

(g) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(h) To deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information; and

(f) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Marlborough, Massachusetts, on September 28, 2018.

RXi PHARMACEUTICALS CORPORATION

By: /s/ Geert Cauwenbergh
 Geert Cauwenbergh, Dr. Med. Sc.
 President, Chief Executive Officer and acting Chief Financial Officer

Power of Attorney

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
	President, Chief Executive Officer,	
/s/ Geert Cauwenbergh	Acting Chief Financial Officer	September 28, 2018
Geert Cauwenbergh, Dr. Med. Sc.	and Director (Principal Executive Officer and Principal Financial Officer)	
/s/ Caitlin Kontulis	Senior Director of Finance and Secretary	September 28, 2018
Caitlin Kontulis	(Principal Accounting Officer)	
*	Director	September 28, 2018
Robert J. Bitterman		
*	Director	September 28, 2018

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Keith L. Brownlie

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Director

September 28, 2018

H. Paul Dorman

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Director

September 28, 2018

Jonathan E. Freeman, Ph.D.

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Director

September 28, 2018

Curtis A. Lockshin, Ph.D.

*By: /s/ Geert Cauwenbergh

Geert Cauwenbergh, Dr. Med. Sc

Attorney-in-fact