

Jaguar Animal Health, Inc.
Form 10-Q/A
December 05, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-36714

JAGUAR ANIMAL HEALTH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

46-2956775
(I.R.S. Employer
Identification No.)

201 Mission Street, Suite 2375

San Francisco, California 94105

(Address of principal executive offices, zip code)

(415) 371-8300

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 14, 2016, there were 12,340,464 shares of common stock, par value \$0.0001 per share, outstanding.

Explanatory Note

Jaguar Animal Health, Inc. (the Company) is filing this Amendment No. 1 to the Quarterly Report on Form 10-Q (this Form 10-Q/A) to amend its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016, which was filed with the Securities and Exchange Commission (the SEC) on November 14, 2016 (the Original Filing). In its Original Filing, the Company filed a redacted copy of the Supply and Distribution Agreement, dated as of September 6, 2016, by and between the Company and Integrated Animal Nutrition and Health Inc. (the Agreement) and filed a confidential treatment request with the SEC pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended (the Exchange Act). After due consideration, the Company determined to withdraw its confidential treatment request with the SEC and is including herewith as Exhibit 10.1 an unredacted copy of the Agreement. This Form 10-Q/A updates Item 6 of Part II of the Original Filing to reflect the Company's withdrawal of its confidential treatment request. The new Exhibit 10.1 is the only change being made to the Original Filing. In addition, as required by Rule 12b-15 under the Exchange Act, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Form 10-Q/A.

This Form 10-Q/A does not attempt to modify or update the disclosures in any other items set forth in the Original Filing, and speaks as of the date of the Original Filing, unless otherwise noted. The Original Filing, as amended, is set forth in its entirety for convenience, but not all exhibits filed with the Original Filing are filed with this Form 10-Q/A. Accordingly, this Form 10-Q/A should be read in conjunction with the Original Filing and all filings made with the SEC subsequent to the date of the Original Filing.

PART II. OTHER INFORMATION

Item 6. Exhibits

| Exhibit Number | Description |
|-----------------------|---|
| 10.1 | Supply and Distribution Agreement, dated as of September 6, 2016, by and between Jaguar Animal Health, Inc. and Integrated Animal Nutrition and Health Inc. |
| 10.2 | Common Stock Warrant issued pursuant to the Letter Agreement, dated November 8, 2016, between Jaguar Animal Health, Inc. and Serious Change II LP, which expires July 28, 2022 (previously filed as Exhibit 10.2 to the Quarterly Report on Form 10-Q originally filed on November 14, 2016). |
| 31.1 | Principal Executive Officer's Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Principal Financial Officer's Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1* | Certification Pursuant to 18 U.S.C. § 1350 (Section 906 of Sarbanes-Oxley Act of 2002) |
| 32.2* | Certification Pursuant to 18 U.S.C. § 1350 (Section 906 of Sarbanes-Oxley Act of 2002) |
| 101.INS | XBRL Instance Document (previously filed as Exhibit 101 to the Quarterly Report on Form 10-Q originally filed on November 14, 2016) |
| 101.SCH | XBRL Taxonomy Extension Schema Document (previously filed as Exhibit 101 to the Quarterly Report on Form 10-Q originally filed on November 14, 2016) |
| 101.CAL | XBRL Taxonomy Extension Calculation Document (previously filed as Exhibit 101 to the Quarterly Report on Form 10-Q originally filed on November 14, 2016) |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document (previously filed as Exhibit 101 to the Quarterly Report on Form 10-Q originally filed on November 14, 2016) |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document (previously filed as Exhibit 101 to the Quarterly Report on Form 10-Q originally filed on November 14, 2016) |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document (previously filed as Exhibit 101 to the Quarterly Report on Form 10-Q originally filed on November 14, 2016) |

*In accordance with Item 601(b)(32)(ii) of Regulation S-K and SEC Release No. 34-47986, the certifications furnished in Exhibits 32.1 and 32.2 hereto are deemed to accompany this Form 10-Q/A and will not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or deemed to be incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933 except to the extent that the registrant specifically incorporates it by reference.

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 thereunto duly authorized.

Date: December 5, 2016

JAGUAR ANIMAL HEALTH, INC.

By: /s/ Karen S. Wright
Karen S. Wright
Chief Financial Officer
Principal Financial and Accounting Officer