

CERUS CORP

FORM 8-K (Current report filing)

Filed 02/27/06 for the Period Ending 02/27/06

Address	2550 STANWELL DRIVE CONCORD, CA 94520
Telephone	9252886000
CIK	0001020214
Symbol	CERS
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

**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): February 27, 2006

CERUS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of jurisdiction)

0-21937
(Commission File No.)

68-0262011
(IRS Employer Identification No.)

**2411 Stanwell Drive
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 8.01. Other Events.

On February 27, 2006, Cerus Corporation (the "Company") announced plans to offer 4,500,000 shares of its common stock in an underwritten public offering. The offering will be made pursuant to the Company's effective shelf registration statement previously filed with the Securities and Exchange Commission. The Company intends to grant the underwriters an option to purchase up to an additional 675,000 shares of common stock to cover over-allotments, if any. All of such shares are being offered by the Company.

Robert W. Baird & Co. Incorporated and JMP Securities LLC will act as co-lead managers of the offering.

The foregoing description is qualified in its entirety by reference to the Company's press release, dated February 27, 2006, entitled "Cerus Corporation Announces Proposed Public Offering of Common Stock," a copy of which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

This report on Form 8-K contains forward-looking statements. For this purpose, any statements contained in this press release that are not statements of historical fact may be deemed forward-looking statements, including, without limitation, statements regarding the Company's plans to complete a public offering. Words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "predict" and similar words or expressions or the negative of these words or expressions are intended to identify forward-looking statements. Actual results could differ materially from these forward-looking statements as a result of certain factors, including, without limitation, risks and uncertainties related to investor response to the public offering, the trading prices for the company's common stock, other conditions in the financial markets, satisfaction of closing conditions related to the public offering, as well as other risks detailed in the Company's filings with the Securities and Exchange Commission, including the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company does not undertake any obligation to update any forward-looking statements as a result of new information, future events, changed assumptions or otherwise.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

- 99.1 Press Release, dated February 27, 2006, entitled "Cerus Corporation Announces Proposed Public Offering of Common Stock."

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: February 27, 2006

By: /s/ William J. Dawson

William J. Dawson

Vice President, Finance and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 27, 2006, entitled "Cerus Corporation Announces Proposed Public Offering of Common Stock."



Contact:

Ruey-Li Hwang
Corporate Communications
Cerus Corporation
(925) 288-6017

**CERUS CORPORATION ANNOUNCES PROPOSED
PUBLIC OFFERING OF COMMON STOCK**

CONCORD, CA, February 27, 2006 - Cerus Corporation (NASDAQ: CERS) today announced plans to offer 4,500,000 shares of its common stock in an underwritten public offering. The offering will be made pursuant to an effective shelf registration statement that was previously filed with the U.S. Securities and Exchange Commission. Cerus Corporation intends to grant the underwriters an option to purchase up to an additional 675,000 shares to cover over-allotments, if any. All of such shares are being offered by Cerus Corporation.

The offering will be marketed by Robert W. Baird & Co. Incorporated, who will act as book-running and co-lead manager of the offering, and JMP Securities LLC, who will act as co-lead manager of the offering.

This news release does not constitute an offer to sell or the solicitation of an offer to buy any of the securities nor shall there be any sale of these securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state. The offering is being made only by means of a prospectus supplement and accompanying prospectus, a copy of which may be obtained from the offices of Robert W. Baird & Co. Incorporated, 777 East Wisconsin Avenue, 28th Floor, Milwaukee, WI 53202-5391 or JMP Securities LLC, 600 Montgomery Street, Suite 1100, San Francisco, CA 94111. An electronic copy of the prospectus supplement and accompanying prospectus will be available on the Securities and Exchange Commission's website at www.sec.gov.

ABOUT CERUS

Cerus Corporation is developing and commercializing novel, proprietary products and technologies within the fields of immunotherapy and blood safety that are intended to provide safer, more effective medical options to patients in areas of substantial unmet medical needs. In the field of immunotherapy, the company is employing its proprietary attenuated *Listeria* vaccine platform to develop a series of novel therapies to treat cancer, and it is applying its proprietary Killed But Metabolically Active technology platform in research and development of prophylactic and therapeutic vaccines for infectious diseases. In the field of blood safety, the company is developing and commercializing the INTERCEPT Blood System, which is based on the company's proprietary Helinx technology and is designed to enhance the safety of blood components by inactivating viruses, bacteria, parasites and other pathogens, as well as potentially harmful white blood cells.

INTERCEPT and INTERCEPT Blood System are trademarks of Cerus Corporation.

This press release contains forward-looking statements. For this purpose, any statements contained in this press release that are not statements of historical fact may be deemed forward-looking statements, including, without limitation, statements regarding the company's plans to complete a public offering. Words such as "anticipate," "believe," "estimate," "expect," "intend," "plan," "predict" and similar words or expressions or the negative of these words or expressions are intended to identify forward-looking statements. Actual results could differ materially from these forward-looking statements as a result of certain factors, including, without limitation, risks and uncertainties related to investor response to the public offering, the trading prices for the company's common stock, other conditions in the financial markets, satisfaction of closing conditions related to the public offering, as well as other risks detailed in the company's filings with the Securities and Exchange Commission, including the company's Annual Report on Form 10-K for the fiscal year ended December 31, 2005. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company does not undertake any obligation to update any forward-looking statements as a result of new information, future events, changed assumptions or otherwise.

###