

PRA Health Sciences, Inc.
Form 8-K
November 16, 2016

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): **November 10, 2016**

PRA Health Sciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other
Jurisdiction of Incorporation)

001-36732
(Commission File Number)

46-3640387
(I.R.S. Employer
Identification No.)

4130 ParkLake Avenue

Suite 400

Raleigh, NC 27612

(919) 786-8200

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(Address, including zip code, and telephone number,

including area code, of registrant's principal executive offices)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On November 10, 2016, PRA Health Sciences, Inc. (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) by and among the Company, the selling stockholder named therein (the Selling Stockholder), and Morgan Stanley & Co. LLC (the Underwriter), relating to an underwritten offering (the Offering) of 7,500,000 shares (the Shares) of the Company s common stock, par value \$0.01 per share, pursuant to the Company s Registration Statement on Form S-3 (File No. 333-209883), filed on March 2, 2016, as supplemented by the prospectus supplement dated November 10, 2016. All of the Shares are being sold by the Selling Stockholder. Pursuant to the Underwriting Agreement, the Underwriter purchased the Shares at a price of \$55.51 per share in a transaction that was completed on November 16, 2016.

The description of the Underwriting Agreement is qualified in its entirety by the terms of such agreement, which is incorporated herein by reference and attached to this report as Exhibit 1.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

See the Exhibit Index immediately following the signature page hereto, which is incorporated herein by reference.

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.

PRA Health Sciences, Inc.

Date: November 16, 2016

By:	/s/ Timothy McClain
Name:	Timothy McClain
Title:	Vice President of Legal Affairs and Assistant Secretary

EXHIBIT INDEX

- 1.1 Underwriting Agreement, dated as of November 10, 2016, among PRA Health Sciences, Inc., the Selling Stockholder named therein and Morgan Stanley & Co. LLC, as Underwriter
- 5.1 Opinion of Simpson Thacher & Bartlett LLP