
**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): July 27, 2017

Keryx Biopharmaceuticals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-30929
(Commission
File Number)

13-4087132
(IRS Employer
Identification No.)

One Marina Park Drive, 12th Floor
Boston, Massachusetts 02210
(Address of Principal Executive Offices)

(617) 466-3500
(Registrant's telephone number, including area code)

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:

- Written communications pursuant to Rule 425 under the Securities Act.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

Item 8.01. Other Events.

On July 27, 2017, Keryx Biopharmaceuticals, Inc. (“Keryx”) announced its intention to offer and sell shares of its common stock, par value \$0.001 per share, having an aggregate offering price of up to \$75.0 million (the “Shares”), from time to time, through an “at the market offering” as defined in Rule 415(a)(4) under the Securities Act of 1933, as amended. Cantor Fitzgerald & Co. (“Cantor Fitzgerald”) will act as sales agent for the Shares pursuant to that certain Controlled Equity OfferingSM Sales Agreement (the “Sales Agreement”), dated November 9, 2016. Such aggregate value of the Shares is in addition to the \$75.0 million of shares of Keryx’s common stock previously sold pursuant to the Sales Agreement discussed below.

Keryx is not obligated to sell any of the Shares under the Sales Agreement. Subject to the terms and conditions of the Sales Agreement, Cantor Fitzgerald will use commercially reasonable efforts consistent with its normal trading and sales practices, applicable state and federal law, rules and regulations and the rules of The NASDAQ Capital Market to sell the Shares from time to time based upon Keryx’s instructions, including any price, time or size limits specified by Keryx. Cantor Fitzgerald’s obligations to sell the Shares under the Sales Agreement are subject to satisfaction of certain conditions set forth in the Sales Agreement. Cantor Fitzgerald is entitled to a commission of up to 3.0% of the aggregate gross proceeds from each sale of common stock under the Sales Agreement. Under the Sales Agreement, Keryx has agreed to provide Cantor Fitzgerald with customary indemnification and contribution rights and has also agreed to reimburse Cantor Fitzgerald for the reasonable and documented fees and expenses of its outside legal counsel, not to exceed \$50,000 in the aggregate, in connection with the Sales Agreement.

The offering of the Shares pursuant to the Sales Agreement will terminate upon the termination of the Sales Agreement as permitted therein. Keryx and Cantor Fitzgerald may each terminate the Sales Agreement at any time upon ten days’ prior notice.

The Shares will be issued pursuant to the Company’s previously filed and effective Registration Statement on Form S-3 (Registration No. 333-214513) (the “Registration Statement”), the base prospectus, dated December 6, 2016, filed as part of the Registration Statement, and a prospectus supplement, dated July 27, 2017, filed with the Securities and Exchange Commission on July 27, 2017 relating to the Shares. The Sales Agreement was filed as Exhibit 1.2 to the Registration Statement and is incorporated herein by reference.

Since December 6, 2016, Keryx issued and sold an aggregate of 11,574,320 shares of its common stock for aggregate net proceeds of \$73.1 million pursuant to the Sales Agreement. These shares amount to the initial \$75.0 million of shares issuable under the Sales Agreement pursuant to the sales agreement prospectus, dated December 6, 2016, included in the Registration Statement.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any of the Shares, nor shall there be any sale of such Shares 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.

Item 9.01. Financial Statements And Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

- 5.1 Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.
- 23.1 Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in the opinion filed as Exhibit 5.1).

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.

Date: July 27, 2017

Keryx Biopharmaceuticals, Inc.
(Registrant)

By: /s/ Brian Adams
Brian Adams
General Counsel and Corporate Secretary

INDEX TO EXHIBITS

**Exhibit
Number**

Description

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23.1	Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in the opinion filed as Exhibit 5.1).

MINTZ LEVIN

One Financial Center
Boston, MA 02111
617-542-6000
617-542-2241 fax
www.mintz.com

July 27, 2017

Keryx Biopharmaceuticals, Inc.
One Marina Park Drive, 12th Floor
Boston, MA, 02210

Ladies and Gentlemen:

We have acted as counsel to Keryx Biopharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Prospectus Supplement, dated July 27, 2017, to a Prospectus, dated December 6, 2016 (the "Prospectus and Prospectus Supplement"), filed pursuant to a Registration Statement on Form S-3, Registration No. 333-214513 (the "Registration Statement"), pursuant to which the Company is registering under the Securities Act of 1933, as amended (the "Securities Act"), the sale of up to \$75,000,000 of shares (the "Shares") of common stock, \$0.001 par value per share (the "Common Stock"), of the Company. The Shares are being sold pursuant to a Controlled Equity OfferingSM Sales Agreement, dated as of November 9, 2016, by and between the Company and Cantor Fitzgerald & Co. (the "Agreement"), pursuant to which the Company may issue and sell the Shares pursuant to the Registration Statement and the Prospectus and Prospectus Supplement.

In connection with this opinion, we have examined the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, both as currently in effect, such other records of the corporate proceedings of the Company and certificates of the Company's officers as we have deemed relevant, as well as the Registration Statement and the exhibits thereto and the Prospectus and the Prospectus Supplement.

In our examination, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or facsimile copies and the authenticity of the originals of such copies.

Based upon the foregoing, and subject to the limitations set forth below, we are of the opinion that the Shares, when issued by the Company out of the Company's duly authorized Common Stock and issued and delivered by the Company against payment therefor as contemplated by the Agreement, on terms approved by the Board of Directors of the Company, or a duly authorized committee thereof, will be duly and validly issued, fully paid and non-assessable.

Our opinion is limited to the General Corporation Law of the State of Delaware, and we express no opinion with respect to the laws of any other jurisdiction. No opinion is expressed herein with respect to the qualification of the Shares under the securities or blue sky laws of any state or any foreign jurisdiction.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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We have relied as to certain matters on information obtained from public officials, officers of the Company, and other sources believed by us to be responsible.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters. This opinion is based upon currently existing statutes, rules, regulations and judicial decisions, and we disclaim any obligation to advise you of any change in any of these sources of law or subsequent legal or factual developments which might affect any matters or opinions set forth herein.

We hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K and the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of this Firm's name therein and in the Prospectus and Prospectus Supplement under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.