
**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): September 29, 2017

ATHENEX, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction
of incorporation)

001-38112
(Commission File Number)

43-1985966
(IRS Employer
Identification No.)

1001 Main Street, Suite 600, Buffalo, New York
(Address of principal executive offices)

14203
(Zip Code)

Registrant's telephone number, including area code: **(716) 427-2950**

(Former name or former address, if changed since last report.)

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 (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))

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

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 3.02 Unregistered Sales of Equity Securities.

On September 29, 2017, Hanmi Pharmaceutical Co., Ltd. (“*Hanmi*”) converted its Athenex, Inc. (the “*Company*”) \$7 million convertible note into 795,455 shares of the Company’s common stock, based on the agreed 20% discount to the Company’s IPO price. Hanmi is a party to a License Agreement with the Company entered into as of March 7, 2017, as amended (the “*License Agreement*”). The convertible note is a part of the upfront fee in connection with the previously disclosed amendment of the License Agreement. This issuance of securities is exempt from registration under Section 4(a)(2) of the Securities Act of 1933, as amended, and/or Regulation S promulgated thereunder.

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.

ATHENEX, INC.

Date: October 5, 2017

/s/ J. Nick Riehle
Name: J. Nick Riehle
Title: Chief Financial Officer
