

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

PALATIN TECHNOLOGIES INC

Form: 10-K/A

Date Filed: 2018-04-13

Corporate Issuer CIK: 911216

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10 - K/A
(Amendment No. 1)

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

For the fiscal year ended June 30, 2017

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: 001-15543

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

Delaware
(State or other jurisdiction of incorporation or
organization)

95-4078884
(I.R.S. Employer Identification No.)

4B Cedar Brook Drive
Cranbury, New Jersey
(Address of principal executive offices)

08512
(Zip Code)

(609) 495-2200

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Common Stock, par value \$.01 per share	NYSE MKT

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

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 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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

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

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer company	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

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. ☐

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

State the aggregate market value of the voting and non-voting common equity held by non-affiliates, computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter (December 31, 2016): \$67,224,210.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date (September 21, 2017):
179,045,453.

Explanatory Note

On September 25, 2017, Palatin Technologies, Inc. (the "*Company*") filed its Annual Report on Form 10-K for its fiscal year ended June 30, 2017 (the "*Initial Report*"). The Company inadvertently omitted the name and conformed signature of its independent registered public accounting firm, KPMG LLP, on the Consent of Independent Registered Public Accounting Firm (the "*Consent*"), filed as Exhibit 23 to the Initial Report. The purpose of this Amendment No. 1 on Form 10-K/A (this "*Amendment*") is to correct the Consent to include the name and conformed signature of KPMG LLP.

As required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications of our principal executive officer and principal financial officer are being filed as exhibits to this Amendment. There are no changes to the Initial Report other than those set forth above. This Amendment does not reflect events occurring after the filing of the Initial Report, nor does it modify or update disclosures therein in any way. Among other things, forward-looking statements made in the Initial Report have not been revised to reflect events that occurred or facts that became known to us after the filing of the Initial Report, and such forward-looking statements should be read in their historical context. Accordingly, the Amendment should be read in conjunction with the Initial Report and with our filings with the SEC subsequent to the Initial Report, including any amendments to such filings. Because no financial statements have been included in this Amendment and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

PART IV

ITEM 15. EXHIBITS AND CONSOLIDATED FINANCIAL

(a) Documents filed as part of the report:

3. Exhibits: The exhibits, listed on the accompanying exhibit index that is set forth after the signature page, are filed or incorporated by reference (as stated thereon) as part of this Amendment No. 1 to Annual Report on Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

PALATIN TECHNOLOGIES, INC.

By: /s/ Carl Spana

Carl Spana, Ph.D.
President and Chief Executive Officer
(principal executive officer)

Date: April 13, 2018

Exhibit Index

Exhibit Number	Description of Exhibit
<u>23</u>	Consent of KPMG LLP, independent registered public accounting firm.*
<u>31.1</u>	Certification of Chief Executive Officer (principal executive officer).*
<u>31.2</u>	Certification of Chief Financial Officer (principal financial officer).*
<u>32.1</u>	Certification of principal executive officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
<u>32.2</u>	Certification of principal financial officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

*Exhibit filed or furnished with this report.

Consent of Independent Registered Public Accounting Firm

The Board of Directors
Palatin Technologies, Inc.:

We consent to the incorporation by reference in the registration statements (Nos. 333-33569, 333-56605, 333-64951, 333-72873, 333-84421, 333-52024, 333-54918, 333-74990, 333-100469, 333-101764, 333-104370, 333-112908, 333-128585, 333-132369, 333-140648, 333-146392, 333-174251, 333-183837, 333-185113, 333-201821, 333-206003, and 333-206047) on Form S-3 and in the registration statements (Nos. 333-57079, 333-83876, 333-128854, 333-149093, 333-163158, 333-174257, 333-191467, 333-206009 and 333-214618) on Form S-8 of Palatin Technologies, Inc. of our report dated September 25, 2017, with respect to the consolidated balance sheets of Palatin Technologies, Inc. and subsidiary as of June 30, 2017 and 2016, and the related consolidated statements of operations, comprehensive loss, stockholders' (deficiency) equity, and cash flows for each of the years in the three-year period ended June 30, 2017, which report appears in the June 30, 2017 annual report on Form 10-K of Palatin Technologies, Inc.

/s/ KPMG LLP

Philadelphia, Pennsylvania
September 25, 2017

Certification of Chief Executive Officer

I, Carl Spana, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Palatin Technologies, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 13, 2018

/s/ Carl Spana

Carl Spana, President and Chief Executive Officer

Certification of Chief Financial Officer

I, Stephen T. Wills, certify that:

1. I have reviewed this Amendment No. 1 to the Annual Report on Form 10-K of Palatin Technologies, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: April 13, 2018

/s/ Stephen T. Wills

Stephen T. Wills, Executive Vice President, Chief Financial Officer and Chief Operating Officer

Certification of Principal Executive Officer
Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Carl Spana, President and Chief Executive Officer of Palatin Technologies, Inc., hereby certify, to my knowledge, that this Amendment No. 1 to the Annual Report on Form 10-K for the year ended June 30, 2017 of Palatin Technologies, Inc. (the "Form 10-K") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-K as amended by Amendment No. 1 fairly presents, in all material respects, the financial condition and results of operations of Palatin Technologies, Inc.

Dated: April 13, 2018

/s/ Carl Spana

Carl Spana, President and Chief Executive Officer (Principal Executive Officer)

Certification of Principal Financial Officer
Pursuant to 18 U.S.C. Section 1350
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

I, Stephen T. Wills, Executive Vice President, Chief Financial Officer and Chief Operating Officer of Palatin Technologies, Inc., hereby certify, to my knowledge, that this Amendment No. 1 to the Annual Report on Form 10-K for the year ended June 30, 2017 of Palatin Technologies, Inc. (the "Form 10-K") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934 and the information contained in the Form 10-K as amended by Amendment No. 1 fairly presents, in all material respects, the financial condition and results of operations of Palatin Technologies, Inc.

Dated: April 13, 2018

/s/ Stephen T. Wills

Stephen T. Wills, Executive Vice President, Chief Financial Officer and Chief Operating Officer (Principal Financial Officer)
