
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): **June 27, 2018**

ANTHERA PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

001-34637
(Commission File Number)

20-1852016
(I.R.S. Employer
Identification No.)

**25801 Industrial Boulevard, Suite B, Hayward,
California**
(Address of principal executive offices)

94545
(Zip Code)

Registrant's telephone number, including area code: **(510) 856-5600**

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 (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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On June 27, 2018, Anthera Pharmaceuticals, Inc. (the “Company”) announced that it has withdrawn its request for a hearing to appeal the determination of the Staff of The Nasdaq Stock Market (“Nasdaq”) to delist the Company’s securities from The Nasdaq Capital Market. Nasdaq has informed the Company that it will suspend the trading of the Company’s securities at the open of business on June 28, 2018 as a result of the Company’s failure to meet the minimum bid price requirement pursuant to Listing Rule 550(a)(2), and the Company’s disclosure on its most recent form 10-Q for the quarter ended March 31, 2018 in which the Company has disclosed that it has suspended all clinical development activities and commenced a wind down of its operation. Nasdaq will also file a Form 25 with the Securities and Exchange Commission (the “SEC”) after applicable appeal periods have lapsed to notify the SEC of the delisting of the Company’s securities from The Nasdaq Capital Market. The foregoing disclosure is in accordance with subsection (d) of item 3.01 of Form 8-K.

The Company expects that its common stock will be eligible for trading on the OTC Market, an electronic quotation service maintained by the Financial Industry Regulatory Authority, effective with the open of business on June 28, 2018. The Company’s shares are expected to continue to trade under the symbol ANTH.

Item 7.01 Regulation FD Disclosure.

On June 27, 2018, the Company issued a press release announcing that effective at the open of business on June 28, 2018, the Company’s common stock will be delisted from The Nasdaq Capital Market. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

This Item 7.01, including Exhibit 99.1 attached hereto, is intended to be furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

**Exhibit
No.**

Description

| | |
|------|---|
| 99.1 | Press Release, dated June 27, 2018, of Anthera Pharmaceuticals, Inc. (furnished herewith) |
|------|---|

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.

Date: June 27, 2018

Anthera Pharmaceuticals, Inc.

By: /s/ J. Craig Thompson
J. Craig Thompson
President and CEO

**Anthera Pharmaceuticals Announces Withdrawal of its Nasdaq Hearing Request
and Suspension of Trading of its Securities on the NASDAQ Capital Markets**

HAYWARD, Calif., June 27, 2018 -- Anthera Pharmaceuticals, Inc. (Nasdaq: ANTH) ("Anthera" or the "Company") announced today that it has withdrawn its request for a hearing to appeal the delisting determination of the Staff of the Nasdaq Stock Market ("Nasdaq") from the Nasdaq Capital Market. The Nasdaq Staff has accepted the Company's withdrawal and will suspend the trading of the Company's securities at the open of business on June 28, 2018.

As previously announced, on May 22, 2018 Nasdaq informed the Company that it did not meet certain continued listing requirements for the Nasdaq Capital Market, including the minimum bid price requirement pursuant to Listing Rule 5550(a)(2), and the Company's disclosure on its most recent form 10-Q for the quarter ended March 31, 2018 in which the Company has disclosed that it has suspended all clinical development activities and commenced a wind down of its operation. Furthermore, the Company disclosed that it was exploring strategic transactions that may involve a merger or acquisition which may result in "Change in Control" pursuant to Listing Rule 5110(a), which would require the post-transaction entity to satisfy all of Nasdaq's initial listing criteria and to complete Nasdaq's initial listing process. In order to resolve these continued listing deficiencies, the Company would have been required to conduct a reverse stock split, execute a strategic transaction, and raise capital in the imminent future.

The Company appealed the Nasdaq Staff's delisting determination on May 29, 2018 and was granted a hearing with the Nasdaq Hearings Panel which is scheduled for June 28, 2018. Despite management's best strategic efforts in its pursuit of a transaction over the past several weeks, the Company has not been able to meet the listing requirements, nor does it expect it will in the imminent future. After careful evaluation and in consultation with the Nasdaq Staff, the Company's Board of Directors (the "Board") determined that it was in the overall best interests of the Company to withdraw from the hearing. The evaluation was made based on several factors, including the Board's assessment of the probability of entering into a definitive agreement to transact the Company in the imminent future, the probability of securing shareholder approval for a reverse stock split, and an analysis of the benefits of continued listing weighed against the significant costs and onerous regulatory requirement associated with maintaining continued listing.

Nasdaq has informed the Company that it will file a Form 25 with the Securities and Exchange Commission (the "SEC") after applicable appeal periods have lapsed to notify the SEC of the delisting of the Company's securities from the Nasdaq Capital Market. The Company's securities will be listed on the OTC Market following the delisting from the Nasdaq Capital Market. The Company may determine to take the steps necessary for its securities to be quoted for trading on a trading platform other than the OTC Market.

About Anthera Pharmaceuticals, Inc.

Anthera Pharmaceuticals, Inc. is a clinical-stage biopharmaceutical company focused on developing products to treat serious and life-threatening diseases. Additional information on the Company can be found at www.anthera.com.

Safe Harbor Statement

Any statements contained in this press release that refer to future events or other non-historical matters, including statements that are preceded by, followed by, or that include such words as "estimate," "intend," "anticipate," "believe," "plan," "goal," "expect," "project," or similar statements, are forward-looking statements made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. Such statements are based on Anthera's expectations as of the date of this press release and are subject to certain risks and uncertainties that could cause actual results to differ materially, including but not limited to those set forth in Anthera's public filings with the SEC, including Anthera's Quarterly Report on Form 10-Q for the quarter ended March 31, 2018. Anthera disclaims any intent or obligation to update any forward-looking statements, whether because of new information, future events or otherwise, except as required by applicable law.
