
**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, 2015

**CORBUS PHARMACEUTICALS
HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37348
(Commission
File Number)

46-4348039
(IRS Employer
Identification No.)

100 River Ridge Drive, Norwood, MA
(Address of principal executive offices)

02062
(Zip Code)

Registrant's telephone number, including area code: (617) 963-0100

Not Applicable
(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 (see General Instruction A.2. below):

- 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))
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Item 8.01 Other Events.

On July 27, 2015, Corbus Pharmaceuticals Holdings, Inc. (the "Company") issued a press release announcing that it is redeeming certain of its outstanding warrants (the "Warrants") issued to investors in a private placement. Pursuant to a notice of redemption mailed to the affected Warrant holders (the "Holders") on July 27, 2015, the Holders may exercise their Warrants at an exercise price of \$1.00 per share until 5:00 p.m. Eastern Time on August 26, 2015 (the "Redemption Date"). After the Redemption Date, Holders of the Warrants will no longer be entitled to exercise their warrants for common stock and will have no rights, except to receive the redemption price of \$0.0001 per Warrant.

The Company estimates that if all of the Warrants are exercised prior to the Redemption Date, the Company will receive gross proceeds of up to approximately \$6.2 million. Since December 2014, the Company has already received approximately \$5.1 million from the exercise of Warrants. The Company has engaged Aegis Capital Corp. ("Aegis") to act as the Company's warrant solicitation agent and will pay a fee of 5% of the gross proceeds derived from the exercise of the Warrants to Aegis.

A copy of the press release is attached hereto as Exhibit 99.1 and a copy of the notice of redemption sent is attached hereto as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Corbus Pharmaceuticals Holdings, Inc. dated July 27, 2015.
99.2	Form of the Notice of Redemption Letter dated July 27, 2015.

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.

CORBUS PHARMACEUTICALS HOLDINGS, INC.

Dated: July 27, 2015

By: /s/ Yuval Cohen

Name: Yuval Cohen

Title: Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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99.2	Form of the Notice of Redemption Letter dated July 27, 2015.

Corbus Pharmaceuticals Announces Call Notice for Exercise of Warrants

- Use of proceeds to advance Phase 2 clinical studies -

Norwood, MA (July 27, 2015) – Corbus Pharmaceuticals Holdings, Inc. (NASDAQ: CRBP) (“Corbus” or the “Company”), a clinical stage pharmaceutical company targeting rare, chronic, and serious inflammatory and fibrotic diseases, announced today it has issued a call notice for the redemption of certain outstanding warrants issued to investors from April 2014 through May 2014 (the “Investor Warrants”). Under the terms of the Investor Warrants, which are exercisable at \$1.00 per share, the Company has the right to call for an early exercise when the Company’s volume weighted average price equals or exceeds \$2.50 per share for twenty consecutive trading days. On August 26, 2015, all Investor Warrants that are not exercised will be redeemed at a price of \$0.0001 per Investor Warrant. If all of the Investor Warrants are exercised during the call notice period, the Company would receive gross proceeds of up to approximately \$6.2 million. Since December 2014, the Company has already received approximately \$5.1 million from the exercise of Investor Warrants. Aegis Capital Corp. has been engaged to act as the Company’s Warrant Solicitation Agent.

“We are pleased to call these remaining warrants which we expect will strengthen our balance sheet and simplify our capital structure. These are important financial milestones as we progress clinically with Resunab™ in multiple rare indications,” said Yuval Cohen, Ph.D., Chief Executive Officer of Corbus. “The right to call these warrants is part of a strategic financing mechanism included in the terms of a 2014 private placement. This call notice follows a year of significant milestone achievements that include the successful listing of our common stock on the NASDAQ Capital Market, the FDA clearance of the INDs covering all three of our planned Phase 2 clinical trials with Resunab and the \$5 million development award we received from Cystic Fibrosis Foundation Therapeutics, Inc.”

About Corbus

Corbus Pharmaceuticals Holdings, Inc. is a clinical stage pharmaceutical company focused on the development and commercialization of novel therapeutics to treat rare, chronic and serious inflammatory and fibrotic diseases. Our lead product candidate Resunab™ is a novel oral drug that resolves chronic inflammation and fibrotic processes. Resunab is scheduled to commence Phase 2 clinical trials for the treatment of cystic fibrosis and diffuse cutaneous systemic sclerosis (“scleroderma”) in 2015. In July 2015, we initiated a Phase 2 clinical trial of Resunab in skin-predominant dermatomyositis funded by a grant from the National Institute of Arthritis and Musculoskeletal and Skin Diseases of the National Institutes of Health to the University of Pennsylvania School of Medicine. For more information, please visit www.CorbusPharma.com.

Forward-Looking Statements

This press release contains certain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and Private Securities Litigation Reform Act, as amended, including those relating to impact of the warrant call and the Company’s product development, clinical and regulatory timelines, market opportunity, competitive position, possible or assumed future results of operations, business strategies, potential growth opportunities and other statement that are predictive in nature. These forward-looking statements are based on current expectations, estimates, forecasts and projections about the industry and markets in which we operate and management’s current beliefs and assumptions.

These statements may be identified by the use of forward-looking expressions, including, but not limited to, “expect,” “anticipate,” “intend,” “plan,” “believe,” “estimate,” “potential,” “predict,” “project,” “should,” “would” and similar expressions and the negatives of those terms. These statements relate to future events or our financial performance and involve known and unknown risks, uncertainties, and other factors which may cause actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include those set forth in the Company’s Form 10-K filed on February 10, 2015 and its other filings with the Securities and Exchange Commission. Prospective investors are cautioned not to place undue reliance on such forward-looking statements, which speak only as of the date of this press release. The Company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise.

Investor Contact

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Source: Corbus Pharmaceuticals Holdings, Inc.

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**Corbus Pharmaceuticals Holdings, Inc.
100 River Ridge Drive
Norwood, MA 02062**

July 27, 2015

NOTICE OF REDEMPTION

Dear Investor Warrant Holder,

Corbus Pharmaceuticals Holdings, Inc. (the "Company") hereby gives notice that it is redeeming, on Wednesday, August 26, 2015, all of the Company's outstanding investor warrants to purchase common stock. Each investor warrant entitles the holder to purchase one share of common stock of the Company at a price of \$1.00 per investor warrant share exercised. However, at 5:00 p.m. Eastern Time on Wednesday, August 26, 2015, and thereafter, holders of the investor warrants will no longer be entitled to exercise their investor warrants for common stock and will have no rights, except to receive the redemption price of \$0.0001 per investor warrant.

The shares of common stock underlying the investor warrants trade on the NASDAQ Capital Market under the symbol "CRBP." On July 24, 2015, the closing price of the Company's common stock was \$2.58.

TERMS OF REDEMPTION; CESSATION OF RIGHTS

The rights of the investor warrant holders to exercise their investor warrants will terminate at 5:00 p.m. Eastern Time on Wednesday, August 26, 2015 (the "Redemption Date"). At 5:00 p.m. Eastern Time on the Redemption Date and thereafter, holders of the investor warrants will have no rights, except to receive, upon surrender of their investor warrant certificates, the redemption price of \$0.0001 per investor warrant. We encourage you to consult with your broker, financial advisor and/or tax advisor to consider whether or not to exercise your investor warrants.

The Company is exercising this right to redeem the investor warrants pursuant to the terms of each investor warrant. Pursuant to the terms of each investor warrant, the Company has the right to redeem all of the outstanding investor warrants if the volume weighted average price of the Company's common stock equals or exceeds \$2.50 per share on each of the twenty (20) consecutive trading days prior to the date on which notice of redemption is given. The volume weighted average price of the Company's common stock has been at least \$2.50 per share on each of the twenty (20) consecutive trading days prior to July 27, 2015.

EXERCISE PROCEDURE

Investor warrant holders have until 5:00 p.m. Eastern Time on Wednesday, August 26, 2015 to exercise their investor warrants to purchase common stock of the Company. Each investor warrant entitles the holder to purchase one share of common stock of the Company at a price of \$1.00 per investor warrant share exercised.

Those who hold their investor warrants in "street name" should immediately contact their broker to determine their broker's procedure for exercising their investor warrants. Persons who are holders of record of their investor warrants may exercise their investor warrants by sending:

1. The original investor warrant certificate;
2. A fully and properly completed "Notice of Exercise" (attached as "Exhibit A"), duly executed and indicating, among of things, the number of investor warrants being exercised; and
3. A good certified check or wire transfer, payable to the Company, for the full amount of the exercise price (\$1.00 for each investor warrant exercised),

To:

Corbus Pharmaceuticals Holdings, Inc.
100 River Ridge Drive
Norwood, MA 02062
Attention: Sean Moran
Telephone: (617) 963-0103

Wire Transfer Instructions:

Bank: #####
ABA/Routing Number: #####
Account Number: #####
Corbus Pharmaceuticals, Inc.
100 River Ridge Drive
Norwood, MA 02062

The method of delivery of the investor warrants and other documents described above is at the option and risk of the holder, but if mail is used, registered mail properly insured is suggested.

The original investor warrant certificate, Notice of Exercise and the payment of the exercise price must be received by the Company prior to 5:00 p.m. Eastern Time on Wednesday, August 26, 2015. Investor warrants which are received on or after such time will not be exercised, but will be redeemed. If your investor warrant is lost or has been destroyed, please contact the Company so that the Company can provide you with an Affidavit of Lost Warrant and Indemnity Agreement.

Any investor warrant received which is not accompanied by payment of the exercise price or which is received without the Notice of Exercise form having been duly executed and fully and properly completed will be deemed to have been delivered for redemption (at \$0.0001 per investor warrant), and not for exercise.

REDEMPTION PROCEDURE

Payment of the amount to be received on redemption (\$0.0001 per investor warrant) will be made by the Company upon presentation and surrender of the investor warrant for payment at 5:00 p.m. Eastern Time on Wednesday, August 26, 2015 and at any time thereafter. Those who hold their shares in "street name" should contact their broker to determine their broker's procedure for redeeming their investor warrants. Persons who are holders of record of their investor warrants may redeem their investor warrants by delivering their certificates representing their investor warrants to:

Corbus Pharmaceuticals Holdings, Inc.
100 River Ridge Drive
Norwood, MA 02062
Attention: Sean Moran
Telephone: (617) 963-0103

ADDITIONAL INFORMATION

You can receive additional information regarding the exercise or redemption of your investor warrants by contacting Aegis Capital Corp., our investor warrant solicitation agent, at:

Aegis Capital Corp.
810 Seventh Avenue, 18th Floor
New York, NY 10019
Attn: Jesse Rudic
Telephone Number: 212-812-1010
Email: jesse@aegiscap.com

Pursuant to the terms of a Warrant Solicitation Agreement and as contemplated by the terms of the Investor Warrants, the Company has retained Aegis Capital Corp. to act as its investor warrant solicitation agent and to manage the investor warrant exercise and redemption process. The Company has agreed to pay Aegis Capital Corp. a fee of 5% of the gross proceeds derived from the exercise of the investor warrants to act as our investor warrant solicitation agent.

COMPANY INFORMATION; DELIVERY OF PROSPECTUS

To assist you in determining whether or not to exercise your investor warrant, information about the Company can be found in the Company's Annual Report on Form 10-K filed with the SEC on February 10, 2014, the Company's Quarterly Report on Form 10-Q filed with the SEC on May 13, 2015, the Company's Proxy Statement filed with the SEC on April 28, 2015 and all of the Company's Current Reports on Form 8-K filed with the SEC since January 1, 2015, all of which are publicly available through the SEC's web site at <http://www.sec.gov>, as well as on the Company's web site at <http://www.CorbusPharma.com>. A prospectus required for delivery in connection with any resale of the common stock issuable upon the exercise of the investor warrants will accompany this notice of redemption at a future date and is available through the SEC's website at <http://www.sec.gov>, as well as on the Company's website at <http://www.CorbusPharma.com>.

If you have any questions about exercising or redeeming the investor warrants or need additional copies of the prospectus, please contact Sean Moran, Chief Financial Officer of the Company, at (617) 963-0103.

Sincerely,

/s/ Yuval Cohen

Yuval Cohen

President and Chief Executive Officer

Enc.

EXHIBIT A

NOTICE OF EXERCISE

(To be executed by the Holder of Warrant if such Holder desires to exercise Warrant)

To Corbus Pharmaceuticals Holdings, Inc.:

The undersigned hereby irrevocably elects to exercise this Warrant and to purchase thereunder, _____ full shares of Corbus Pharmaceuticals Holdings, Inc. common stock issuable upon exercise of the Warrant and delivery of \$_____ (in cash as provided for in the Warrant) and any applicable taxes payable by the undersigned pursuant to such Warrant.

The undersigned requests that certificates for such shares be issued in the name of:

(Please print name, address and social security or federal employer
identification number (if applicable))

The undersigned hereby reaffirms all of the representations and warranties made in the subscription agreement submitted to Corbus Pharmaceuticals Holdings, Inc. to acquire the Warrant, including that the undersigned is an accredited investor as defined under Rule 501 of Regulation D of the Securities Act of 1933.

If the shares issuable upon this exercise of the Warrant are not all of the Warrant Shares which the Holder is entitled to acquire upon the exercise of the Warrant, the undersigned requests that a new Warrant evidencing the rights not so exercised be issued in the name of and delivered to:

(Please print name, address and social security or federal employer
identification number (if applicable))

Name of Holder (print): _____
(Signature): _____
(By:) _____
(Title:) _____
Dated: _____