
**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): November 2, 2017

EXICURE, INC.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-55764
(Commission
File Number)

81-5333008
(I.R.S. Employer
Identification No.)

**8045 Lamon Avenue
Suite 410
Skokie, IL 60077**
(Address of principal executive offices)

Registrant's telephone number, including area code: (847) 673-1700

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 1.01 Entry into a Material Definitive Agreement.

On November 2, 2017, Exicure, Inc. (“Exicure,” the “Company,” “we,” “us” or “our”) entered into subscription agreements (the “Subscription Agreements”) with several accredited investors (the “Investors”) pursuant to which the Company agreed to issue and sell a total of 1,858,501 shares of the Company’s common stock, par value \$0.0001 per share (the “Shares”) resulting in approximately \$5.6 million in gross proceeds to the Company. These shares were issued in a second additional closing (the “Subsequent Closing”) of a private placement financing (the “Private Placement”) for up to 13,333,333 shares of common stock (the “Maximum Amount”) at a purchase price of \$3.00 per share (the “Sale Price”). The prior closings of the Private Placement were previously reported by the Company on its Current Reports on Form 8-K filed with the Securities and Exchange Commission on October 2, 2017 (the “Initial Closing 8-K”) and November 2, 2017 (collectively, the “Prior 8-Ks”). As of the date of this Current Report on Form 8-K, the Company has raised a total of approximately \$31.5 million in connection with all closings of the Private Placement. The Company and Katalyst Securities LLC, a U.S. registered broker-dealer (together with its sub-agents, the “Placement Agents”) may agree to extend the period for additional closings up to November 30, 2017. To the extent the period for additional closings is extended and the Private Placement is over-subscribed, the Company may also sell an additional 3,333,333 shares of common stock at the Sale Price to cover over-subscriptions to purchasers approved by the Company and reasonably acceptable to the Placement Agents.

The sale of Shares pursuant to the Subscription Agreements was completed on substantially the same terms as the subscription agreements in the prior closings of the Private Placement. Each Investor in the Subsequent Closing also entered into the same registration rights agreement signed by investors in the prior closings of the Private Placement. Descriptions of the Subscription Agreements and the registration rights agreement are available in the Company’s Prior 8-Ks, which are incorporated by reference herein.

As of the date of this Current Report on Form 8-K, the Placement Agents have received an aggregate of \$1.9 million in cash placement fees and will receive warrants to purchase an aggregate of 413,320 shares of our common stock (the “Warrants”) in connection with all closings of the Private Placement. The Warrants have an exercise price of \$3.00 per share and have been issued on the same terms in all closings of the Private Placement. The Placement Agents will also receive 50,000 shares of our common stock in connection with all closings of the Private Placement. Additionally, the Subscription Agreements provide that the Company will reimburse certain expenses of the Placement Agents in connection with the Private Placement. As of the date of this Current Report on Form 8-K, the Company has reimbursed the Placement Agents for up to \$50,000 of expenses incurred in connection with all closings of the Private Placement.

The offer and sale of the Shares and issuance of the warrants and common stock to the Placement Agents in the Subsequent Closing of the Private Placement were exempt from registration under Section 4(a)(2) of the Securities Act or Rule 506 of Regulation D promulgated by the SEC. The Subsequent Closing was conducted on a “reasonable best efforts” basis.

The foregoing summaries of the material terms of the Subscription Agreements, the Warrants, and the registration rights agreement are not complete and are qualified in their entirety by reference to the full text thereof and the Prior 8-Ks; each of these documents is incorporated by reference herein.

Item 3.02 Unregistered Sales of Equity Securities.

The information regarding the Subsequent Closing and the Private Placement set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02.

Cautionary Note on Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements (including within the meaning of Section 21E of the United States Securities Exchange Act of 1934, as amended, and Section 27A of the United States Securities Act of 1933, as amended) concerning the Company, the completion, timing and potential size of the private placement, use of proceeds, the Company's technology, potential therapies, clinical and regulatory objectives and other matters. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "should," "would," "expect," "plan," "believe," "intend," "look forward," and other similar expressions among others. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Actual results could differ materially from those contained in any forward-looking statement. Risks facing the Company and its programs are set forth in the Company's filings with the SEC, including the "Risk Factors" section of the Company's Initial Closing 8-K. Except as required by applicable law, the Company undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1*	Form of Warrant to Purchase Shares of Common Stock issued to Placement Agents.
4.2*	Form of Registration Rights Agreement by and among the Company and the persons named therein.
10.1**	Form of Subscription Agreement by and between the Company and each investor in connection with the Subsequent Closing.

* Previously filed as an exhibit to the Company's Current Report on Form 8-K filed on October 2, 2017 and incorporated by reference herein.

** Previously filed as an exhibit to the Company's Current Report on Form 8-K filed on November 2, 2017 and incorporated by reference herein.

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.

Dated: November 6, 2017

EXICURE, INC.

By: /s/ David Giljohann, Ph.D.

Name: David Giljohann, Ph.D.

Title: Chief Executive Officer