

Otonomy, Inc.  
Form 8-K  
January 05, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 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):**

**January 5, 2016**

**Otonomy, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-36591**  
**(Commission**  
  
**File Number)**

**26-2590070**  
**(IRS Employer**  
  
**Identification No.)**

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**6275 Nancy Ridge Drive, Suite 100**

**San Diego, CA 92121**

**(Address of principal executive offices, including zip code)**

**(858) 242-5200**

**(Registrant's telephone number, including area code)**

**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))

**Item 8.01 Other Information.**

*Updated Company Disclosure*

On January 5, 2016, Otonomy, Inc. (the Company) filed with the Securities and Exchange Commission (the SEC) a preliminary prospectus supplement pursuant to Rule 424(b)(5) under the Securities Act of 1933, as amended (the Preliminary Prospectus Supplement), relating to a proposed public offering of shares of the Company's common stock (the Offering). The Preliminary Prospectus Supplement for the Offering contains updated company risk factor disclosure as well as an updated description of certain aspects of the Company's business. Accordingly, the Company is filing information for the purpose of supplementing and updating the risk factor disclosure and certain aspects of the description of the Company's business contained in the Company's prior public filings, including those discussed under the heading Item 1A. Risk Factors and Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations in the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2015, filed with the SEC on November 10, 2015, and those discussed under the heading, Item 1. Business in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, filed with the SEC on March 18, 2015. The updated disclosures are filed herewith as Exhibit 99.1 and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Updated Company Disclosure.

**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.

**OTONOMY, INC.**

Date: January 5, 2016

By: /s/ Eric Loumeau  
Eric Loumeau

General Counsel and Chief Compliance Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Updated Company Disclosure.