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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): March 18, 2016**

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**UNILIFE CORPORATION**  
(Exact name of Registrant as Specified in Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34540**  
(Commission  
File Number)

**27-1049354**  
(IRS Employer  
Identification No.)

**250 Cross Farm Lane, York, Pennsylvania**  
(Address of Principal Executive Offices)

**17406**  
(Zip Code)

**Registrant's telephone number, including area code: (717) 384-3400**

**Not Applicable**  
(Former name or former address, if changed since last report)

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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))
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## Item 8.01. Other Events.

As previously disclosed, on January 8, 2014, Unilife Corporation (the “Company”) was served with a derivative complaint filed in the Delaware Court of Chancery (the “Court”) by Cambridge Retirement System (“Cambridge”), a purported stockholder of the Company, against its then-current Board of Directors to recover allegedly “excessive and wasteful” compensation paid to the non-executive directors since 2010. In June 2014, pursuant to the defendants’ motion to dismiss the complaint, the Court dismissed Cambridge’s complaint with respect to the directors’ equity grants, but denied the motion with respect to their cash compensation. The Company filed an answer to the remaining claims in July 2014 and, in June 2015, the Company and Cambridge entered into a Memorandum of Understanding (“MOU”) agreeing to the basic terms of a non-monetary settlement of the action.

On March 18, 2016, Cambridge agreed to voluntarily dismiss its derivative complaint. No compensation in any form was provided to either Cambridge or its counsel in exchange for its agreement to voluntarily dismiss the lawsuit. Because Cambridge agreed to voluntarily dismiss the lawsuit, the MOU has become null and void and of no further legal effect. On March 18, 2016, the Court entered a stipulated order regarding notice of the proposed dismissal of all claims in the derivative action (the “Proposed Dismissal Order”). The Proposed Dismissal Order requires the Company to provide notice of the dismissal to the Company’s stockholders by way of this Form 8-K. A copy of the Proposed Dismissal Order is attached as Exhibit 99.1 to this Form 8-K.

In accordance with the Proposed Dismissal Order, within three business days after this Form 8-K has been filed with the Securities and Exchange Commission, the Company will file an affidavit with the Court certifying that the Form 8-K has been filed and, after the affidavit has been filed, the parties will file a Stipulation and [Proposed] Order of Dismissal. The Court will then enter that stipulation as an order, dismissing this case with prejudice.

## Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Proposed Dismissal Order dated March 18, 2016.

## **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

### **Unilife Corporation**

Date: April 14, 2016

By: /s/ John Ryan

Name: John Ryan

Title: Interim President and Chief Executive Officer,  
Senior Vice President, General Counsel and  
Secretary



GRANTED

EFiled: Mar 18 2016 11:06AM EDT  
 Transaction ID 58739304  
 Case No. 9178-CB



**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

CAMBRIDGE RETIREMENT SYSTEM,  
 derivatively on behalf of Unilife Corporation,

Plaintiff,

v.

SLAVKO JAMES JOSEPH BOSNJAK,  
 JEFF CARTER, JOHN LUND, WILLIAM  
 GALLE, MARY KATHERINE WOLD,  
 MARC FIRESTONE, and ALAN SHORTALL,

Defendants,

and

UNILIFE CORPORATION,

Nominal Defendant.

C.A. No. 9178-CB

**STIPULATION AND [PROPOSED] ORDER**  
**REGARDING NOTICE OF DISMISSAL**

WHEREAS, on December 20, 2013, Plaintiff Cambridge Retirement System (“Plaintiff”), instituted this action (the “Action”) by filing a Verified Derivative Complaint (the “Initial Complaint”) for itself and derivatively on behalf of nominal defendant Unilife Corporation (“Unilife” or the “Company”), and against defendants Slavko James, Joseph Bosnjak, Jeff Carter, John Lund, William Galle, Mary Katherine Wold, Marc Firestone, and Alan Shortall (collectively the “Individual Defendants” and together with Unilife, the “Defendants”);

WHEREAS, the Initial Complaint asserted derivative claims against the Individual Defendants for breach of fiduciary duty and corporate waste and alleged that the Individual Defendants caused the Company to pay its non-employee directors excessive compensation for fiscal years 2010 through 2013;

WHEREAS, on January 28, 2014, Defendants moved to dismiss the Initial Complaint and filed their opening brief on February 28, 2014;

WHEREAS, on March 31, 2014, Plaintiff filed an answering brief in opposition to the motion to dismiss;

WHEREAS, on April 15, 2014, Defendants filed a reply brief in further support of their motions to dismiss;

WHEREAS, on June 9, 2014, the Court held oral argument on Defendants' motion to dismiss;

WHEREAS, on June 26, 2014, the Court issued a Memorandum Opinion (i) granting the Defendants' motion to dismiss the corporate waste claim, (ii) granting the motion as to the breach of fiduciary duty claims relating to equity awards issued to the Company's non-employee directors, and (ii) denying the motion as to the breach of fiduciary duty claims related to the cash compensation paid to the Company's non-employee directors;

WHEREAS, on July 8, 2014, Plaintiff served a First Request for Production of Documents Directed to All Defendants;

WHEREAS, on July 11, 2014, Defendants filed answers to the Initial Complaint;

WHEREAS, on September 5, 2014, Defendants served Responses and Objections to Plaintiff's First Request for Production of Documents;

WHEREAS, on January 22, 2015, the Individual Defendants served their First Set of Interrogatories Directed to Plaintiff and their Request for Production of Documents Directed to Plaintiff;

WHEREAS, on January 29, 2015, Plaintiff, having obtained leave, filed a Verified Supplemental Derivative Complaint, which asserted substantially similar allegations as the Initial Complaint but included allegations relating to fiscal year 2014;

WHEREAS, on January 30, 2015, the Court entered a Stipulation and Order Governing the Production and Exchange of Confidential Information;

WHEREAS from February 2, 2015, through March 20, 2015, Defendants produced 4,563 pages of documents, which Plaintiff's counsel reviewed;

WHEREAS, on April 24, 2015, Plaintiff filed its Objections and Responses to the Individual Defendants' Request for Production and First Set of Interrogatories;

WHEREAS, the Individual Defendants have denied, and continue to deny, that any of them have committed or have threatened to commit any violation of law or breaches of duty to Plaintiff, the Company, or otherwise;

WHEREAS, Plaintiff and its counsel believe that the claims asserted in the Action were asserted in good faith;

WHEREAS, counsel for the parties have engaged in good faith, arms'-length negotiations with a view towards resolving the Action;

WHEREAS, the parties agree that all parties should be responsible for their own attorneys' fees, costs and expenses in connection with the prosecution or defense of the Action;

WHEREAS, no compensation in any form has passed directly or indirectly from any of the Defendants to Plaintiff or Plaintiff's attorneys and no promise to give any such compensation has been made;

WHEREAS, the parties will seek an Order from the Court dismissing Plaintiff's claims, with prejudice to Plaintiff, and closing the Action;

IT IS HEREBY STIPULATED AND AGREED, subject to the approval of the Court, that:

1. Unilife shall, within 30 calendar days after the entry of this Stipulation and Order (the "Order"), file the Order with the Securities and Exchange Commission as an attachment to a Form 8-K. The filing of this Order on Form 8-K constitutes adequate notice for purposes of Court of Chancery Rule 23.1 (the "Notice");

2. No later than three calendar days after the Notice is publicly filed in accordance with paragraph 1 above, Unilife shall file with the Court an affidavit that the Notice has been given (the “Affidavit”);

3. After the filing of the Affidavit, the parties shall file a Stipulation and [Proposed] Order of Dismissal providing for dismissal of the Action with prejudice as to Plaintiff only.

4. All parties shall be responsible for their own attorneys’ fees, costs, and expenses in connection with this Action.

Dated:

LABATON SUCHAROW LLP

/s/ Ned Weinberger

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*Attorneys for Nominal Defendant Unilife  
Corporation*

**IT IS SO ORDERED** this      day of      , 2016

\_\_\_\_\_  
Chancellor Bouchard

This document constitutes a ruling of the court and should be treated as such.

**Court:** DE Court of Chancery Civil Action

**Judge:** Andre G Bouchard

**File & Serve**

**Transaction ID:** 58738807

**Current Date:** Mar 18, 2016

**Case Number:** 9178-CB

**Case Name:** CONF ORD ON DISC Cambridge Retirement System vs Slavko James Joseph Bosnjak et al

**Court Authorizer:** Bouchard, Andre G

**/s/ Judge Bouchard, Andre G**