

OSIRIS THERAPEUTICS, INC.  
Form NT 10-Q  
November 14, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

SEC File Number: 001-32966

CUSIP Number: 68827R 10 8

(Check one):

- Form 10-K       Form 20-F       Form 11-K       Form 10-Q       Form 10-D  
 Form N-SAR       Form N-CSR

For Period Ended: September 30, 2016

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I REGISTRANT INFORMATION**

**OSIRIS THERAPEUTICS, INC.**

Full Name of Registrant

Former Name if Applicable

**7015 Albert Einstein Drive**

Address of Principal Executive Office (*Street and Number*)

**Columbia, Maryland 21046**

## Edgar Filing: OSIRIS THERAPEUTICS, INC. - Form NT 10-Q

City, State and Zip Code

### PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

### PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Osiris Therapeutics, Inc. (the Company) is unable to file its Quarterly Report on Form 10-Q for the period ended September 30, 2016 (the Q3 2016 Quarterly Report) by the prescribed due date of November 9, 2016. As previously disclosed, the Company is in the process of completing its accounting review of revenue recognition under contracts with distributors that was previously reported in its financial statements in 2014 and 2015, completing amendments to certain periodic reports previously filed with the Securities and Exchange Commission and transitioning to a new independent registered public accounting firm that will require additional time to audit the Company's 2015 financial statements and conduct a review of the Company's unaudited Q3 2016 financial statements. The specific date of the filing of the Q3 2016 Quarterly Report is not yet known, but the Company currently does not expect to file the Q3 2016 Quarterly Report within the extension period of five calendar days provided under Rule 12b-25 of the Securities Exchange Act of 1934, as amended.

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**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Gregory I. Law  
(Name)

443  
(Area Code)

545-1800  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

Annual Report on Form 10-K for the period ended December 31, 2015

Quarterly Report on Form 10-Q for the period ended March 31, 2016

Quarterly Report on Form 10-Q for the period ended June 30, 2016

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Due to the ongoing accounting review by the Company disclosed in the Company's Current Report on Form 8-K filed with the SEC on March 15, 2016, the Company is unable to quantify or provide a reasonable estimate of the changes in results of operations for the quarter ended September 30, 2016 until such review is complete.

*Forward-Looking Statements*

Certain matters discussed in this Form 12b-25 constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based on management's current beliefs, assumptions and expectations regarding future events, which in turn are based on information currently available to management. Such forward-looking statements include statements about the Company's ongoing accounting review, completion of amendments to prior SEC filings, transition to a new independent auditor, anticipated timing to complete an audit of the Company's 2015 financial statements and a review of the Company's Q3 2016 financial statements, anticipated timing of the filing of its Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, and our ability to quantify or provide estimates to changes in results of operations for the same period. We caution you not to place undue reliance on any such forward-looking statements. Several factors could cause actual results to differ materially from those expressed in or contemplated by the forward-looking statements. Such factors include, but are not limited to, the identification of additional accounting adjustments from the Company's ongoing accounting review, changes in the scope or focus of the accounting adjustments, the timing of the transition of our new independent registered public accounting firm, the timing of completion of the audit of our 2015 financial statements by our new independent registered public accounting firm, or delays in the preparation of our Annual Report on Form 10-K for the year ended December 31, 2015, our Quarterly Report on Form 10-Q for the period ended March 31, 2016, our Quarterly Report on Form 10-Q for the period ended June 30, 2016 or our Q3 2016 financial statements. Other risk factors affecting the Company are discussed in detail in the Company's filings with the SEC, including its Annual Report on Form 10-K for the year ended December 31, 2014. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except as required by law.



**OSIRIS THERAPEUTICS, INC.**

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(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date November 14, 2016

By /s/ Gregory I. Law  
Name: Gregory I. Law  
Title: Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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