
**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 9, 2017

Sucampo Pharmaceuticals, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-33609
(Commission File Number)

30-0520478
(IRS Employer
Identification No.)

**805 King Farm Blvd, Suite 550
Rockville, Maryland 20850**
(Address of principal executive offices, including zip code)

(301) 961-3400
(Registrant's telephone number, including area code)

N/A
(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:

- 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 7.01. Regulation FD Disclosure.

From January 9, 2017 through January 11, 2017, Sucampo Pharmaceuticals, Inc. (“Company”) will make a corporate update presentation at one-on-one meetings with analysts and investors in San Francisco, CA at the 35th Annual J.P. Morgan Healthcare Conference. All meetings will include written communication comprised of slides. The slides from the presentation are being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in the presentation furnished as Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and is not incorporated by reference into any of the Company’s filings under the Securities Act of 1933, as amended, or the Exchange Act, whether made before or after the date hereof, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Exhibit Description
99.1	Presentation titled “Sucampo Pharmaceuticals, Inc. Corporate Update” dated January 9-11, 2017.

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.

SUCAMPO PHARMACEUTICALS, INC.

By: /s/ Andrew P. Smith

Name: Andrew P. Smith

Title: Chief Financial Officer

Date: January 9, 2017

EXHIBIT INDEX

**Exhibit
Number**

Exhibit Description

99.1

Presentation titled "Sucampo Pharmaceuticals, Inc. Corporate Update" dated January 9-11, 2017.



Sucampo Pharmaceuticals, Inc. Corporate Update

January 2017



This presentation contains "forward-looking statements" as that term is defined in the Private Securities Litigation Reform Act of 1995. These statements are based on management's current expectations and involve risks and uncertainties, which may cause results to differ materially from those set forth in the statements. The forward-looking statements may include statements regarding product development, and other statements that are not historical facts. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the impact of pharmaceutical industry regulation and health care legislation; Sucampo's ability to accurately predict future market conditions; dependence on the effectiveness of Sucampo's patents and other protections for innovative products; the effects of competitive products on Sucampo's products; and the exposure to litigation and/or regulatory actions.

No forward-looking statement can be guaranteed and actual results may differ materially from those projected. Sucampo undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events, or otherwise. Forward-looking statements in this press release should be evaluated together with the many uncertainties that affect Sucampo's business, particularly those mentioned in the risk factors and cautionary statements in Sucampo's most recent Form 10-K as filed with the Securities and Exchange Commission on March 11, 2016, as amended, as well as its filings with the Securities and Exchange Commission on Forms 8-K and 10-Q since the filing of the Form 10-K, all of which Sucampo incorporates by reference.

This presentation contains three financial metrics (**Adjusted Net Income, EBITDA and Adjusted EBITDA**) that are considered “non-GAAP” financial metrics under applicable Securities and Exchange Commission rules and regulations. These non-GAAP financial metrics should be considered supplemental to and not a substitute for financial information prepared in accordance with generally accepted accounting principles. The company’s definition of these non-GAAP metrics may differ from similarly titled metrics used by others. Adjusted Net Income adjusts for specified items that can be highly variable or difficult to predict, and various non-cash items, which includes acquisition related expenses, amortization of intangibles, share compensation expense, restructuring costs, acquisition related acceleration of deferred revenue, legal settlements, amortization of financing costs, and the tax impact of these adjustments. EBITDA reflects net income excluding the impact of depreciation, amortization (including amortization impairment), interest expense, interest income and provision for income taxes. Adjusted EBITDA reflects EBITDA and adjusts for specified items that can be highly variable or difficult to predict, and various non-cash items, which includes acquisition related expenses, share compensation expense, acquisition related acceleration of deferred revenue, restructuring costs, and legal settlements. The company views these non-GAAP financial metrics as a means to facilitate management’s financial and operational decision-making, including evaluation of the company’s historical operating results and comparison to competitors’ operating results. These non-GAAP financial metrics reflect an additional way of viewing aspects of the company’s operations that, when viewed with GAAP results may provide a more complete understanding of factors and trends affecting the company’s business.

The determination of the amounts that are excluded from these non-GAAP financial metrics is a matter of management judgment and depends upon, among other factors, the nature of the underlying expense or income amounts. Because non-GAAP financial metrics exclude the effect of items that will increase or decrease the company’s reported results of operations, management strongly encourages investors to review the company’s consolidated financial statements and publicly-filed reports in their entirety.

- Global biopharmaceutical company with proven track record of successful product development and focus on innovative R&D
- Business model supports financial strength with significant EBITDA and cash flow to fuel continued transformation
 - Sustained revenue growth from AMITIZA® (lubiprostone): highly differentiated product with broadest label in \$5B+ constipation market
 - Transforming AMITIZA into a durable franchise that the Company will leverage to build a leading biopharmaceuticals company focused on specialty diseases
- Business development strategy to bolster growth and diversify
 - Acquisition of R-Tech Ueno increases revenue and builds scale
 - Exclusive option to commercialize a Phase 3 program in familial adenomatous polyposis (FAP) with Cancer Prevention Pharmaceuticals
- Deep management team with proven ability to transform the Company and create value

Experienced Management Team with Considerable Experience in Product Development and Commercialization

<p>Peter Greenleaf Chief Executive Officer</p>	
<p>Peter Kiener, D.Phil Chief Scientific Officer</p>	
<p>Andrew Smith Chief Financial Officer</p>	
<p>Matthias Alder Executive Vice President, Business Development & Licensing</p>	
<p>Max Donley Executive Vice President of Global Human Resource, IT and Strategy</p>	
<p>Steven Caffé, M.D. Senior Vice President, Global PV, Regulatory Affairs & Quality</p>	
<p>Elissa Cote Senior Vice President, Strategic Business Insights</p>	
<p>Peter Lichtlen, M.D., Ph.D. Chief Medical Officer</p>	
<p>Silvia Taylor Senior Vice President, Investor Relations and Corporate Affairs</p>	

	Secure	Advance	Transform
Revenue & Market Value	<ul style="list-style-type: none"> • Focus efforts and strengthen overall capabilities <ul style="list-style-type: none"> - Team - Development capability • Secure and grow AMITIZA revenues <ul style="list-style-type: none"> - Efforts to ensure consistent and sustainable growth - Global partnerships - Resolution of patent litigation with first filer • Optimize investment in current pipeline <ul style="list-style-type: none"> - Life cycle management (LCM) - Prioritize or exit programs to maximize return on investment (ongoing) 	<ul style="list-style-type: none"> • Execute on pipeline opportunities <ul style="list-style-type: none"> - File LCM programs for regulatory approvals • BD strategy <ul style="list-style-type: none"> - Additional accretive transactions - Late stage development programs to strengthen, accelerate the pipeline - 4 transactions in 2016: <ul style="list-style-type: none"> - Cancer Prevention Pharmaceuticals: Ph 3, orphan asset - Dr. Reddy's Labs: AMITIZA generic settlement - Alsonex: strategic investment - Spine BioPharma: asset out-license • Address capital structure <ul style="list-style-type: none"> - Diversify investor base 	<ul style="list-style-type: none"> • Launch AMITIZA LCM programs • Potentially launch first in disease FAP oncology product post Phase 3 • Sustainable pipeline of drug candidates with near term launch opportunities • Execute more transformative deals
	Achieved	Today	2017+

Significant unmet need in efficacy, safety and patient satisfaction

- U.S. constipation market is large and growing: ~\$5B
 - Branded and generic Rx market: \$4B / ~50M scripts/year⁽¹⁾
 - OTC market: \$800M / 23M units (30-day supply) / year

Opportunity to convert unsatisfied patients from OTC, generic options

- Majority of prescription and OTC treated patients currently not satisfied with treatment
 - 60%+ of patients on OTCs report ineffective relief of multiple symptoms
 - OTCs not indicated for long term/chronic use
- Only 8% of Rx patients are on novel, branded products
 - Low awareness of chronic Rx options

Strategy: Convert from OTC and Generics to AMITIZA

¹⁾Source: IMS and Wall Street research.

- **Only product approved for all 3 constipation indications**
 - Chronic Idiopathic Constipation (CIC): ~14% to 16% of adults globally
 - Irritable Bowel Syndrome-Constipation (IBS-C): ~15% of adults globally, 1/3 of which is IBS-C
 - Opioid Induced Constipation (OIC, non-cancer): ~2–4M moderate to severe sufferers in U.S.
- **Differentiated MOA: localized CIC-2 activation with dual action**
 - Increases intestinal fluid secretion
 - Stimulates recovery of mucosal barrier function
- **Key product characteristics**
 - Locally-acting
 - Rapid and predictable onset of action
 - Limited diarrhea and food effect
- **Demonstrated efficacy and tolerability**
 - Most experienced product: 2M patients and 11M+ exposures over 10+ years
 - Well-tolerated product with established safety profile:
 - No black box warning

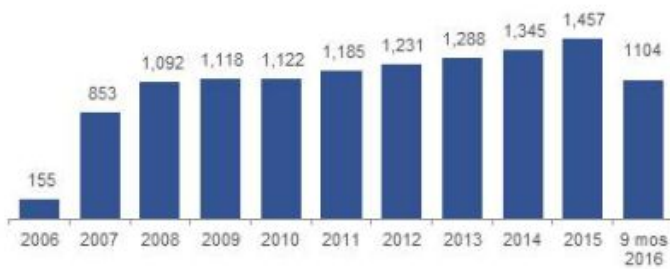
amitiza®
lubiprostone

First nine months of 2016 U.S. TRx YoY growth: 2%

- Growth highlights strong and enduring position in the constipation market
- Reaffirm expectation of continued mid-to-high single digit prescription growth

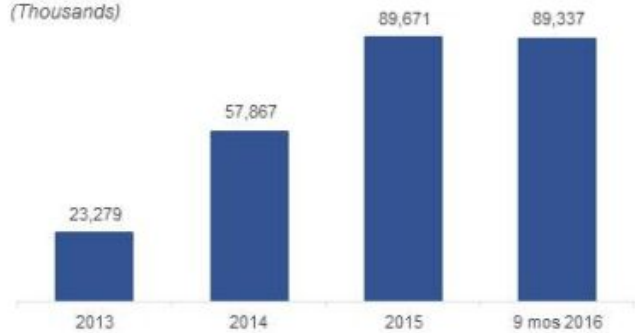
U.S. TRx Scripts ⁽¹⁾

(Thousands)



Japan Units ⁽²⁾

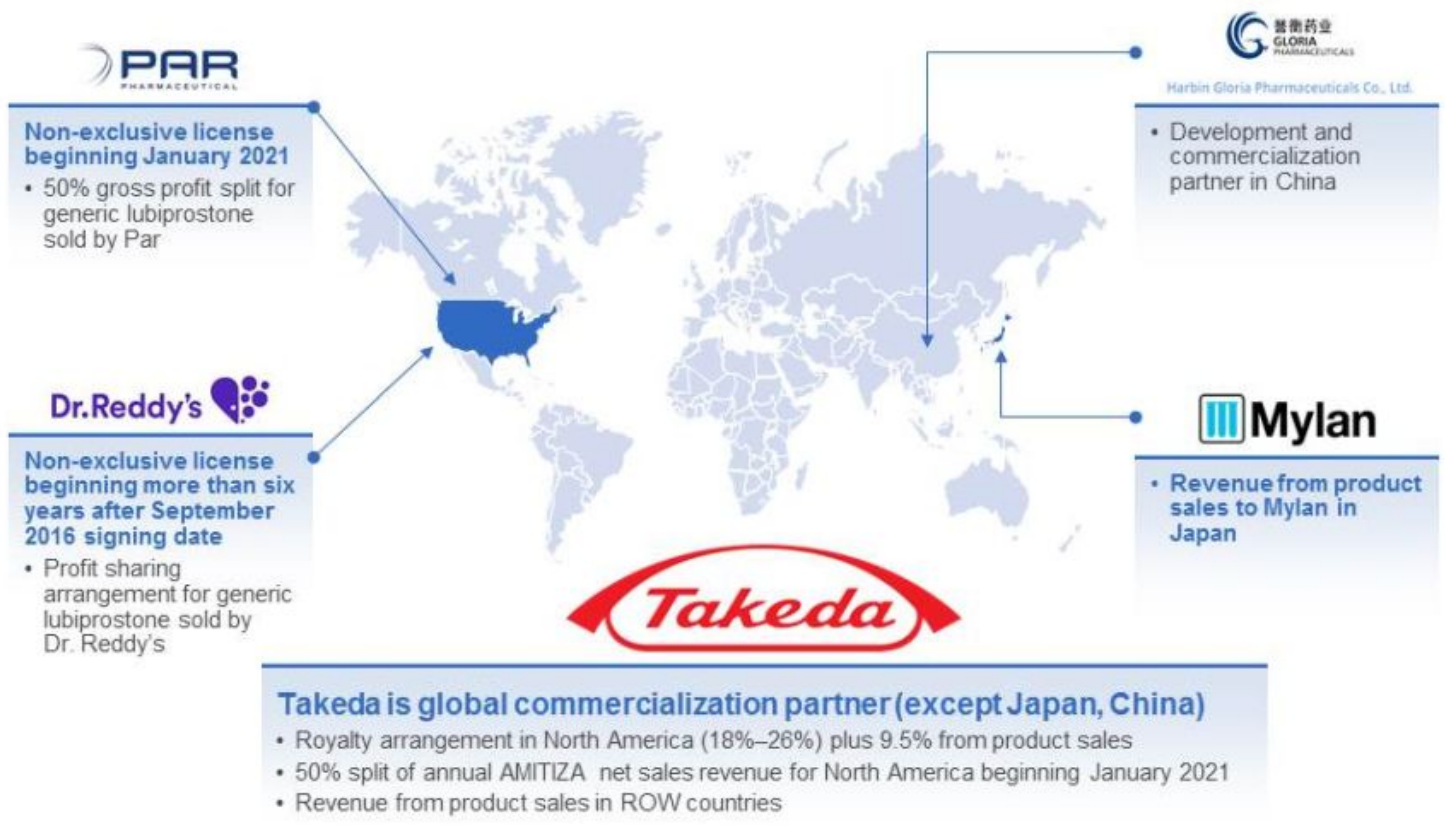
(Thousands)



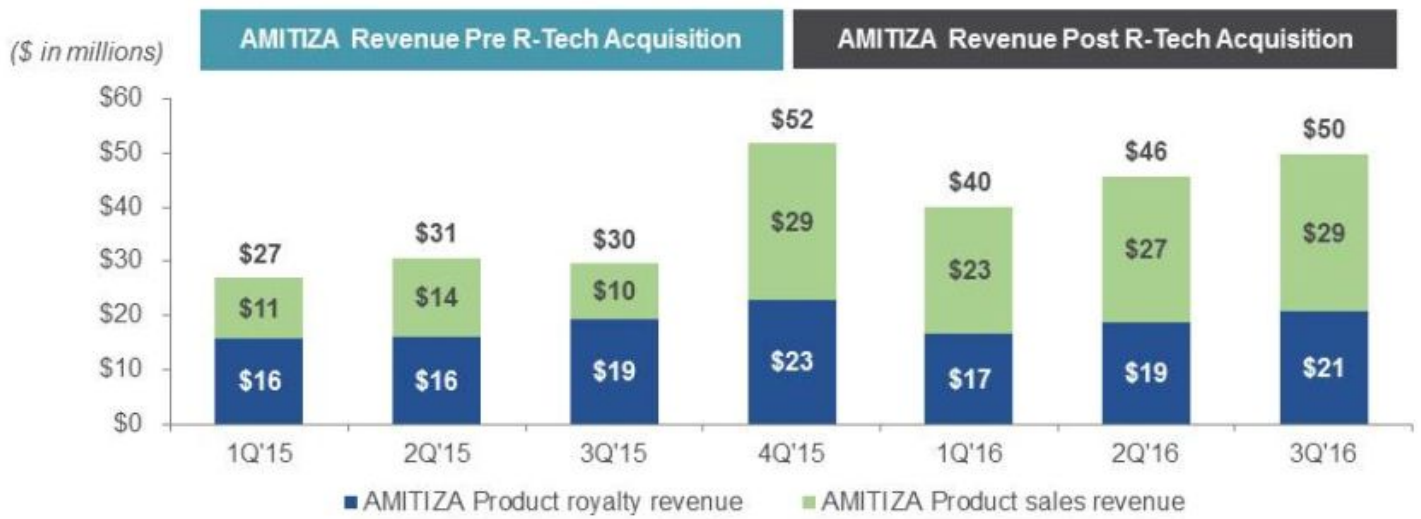
1) Source: IMS and Wall Street research.
2) Data on File

AMITIZA is Well Positioned for Continued Growth

	Drug	Rx or OTC	Company	Target Indication			Commentary
				CIC	IBS-C	OIC	
Branded / Patented	amitiza lubiprostone	Rx	Sucampo (Marketed by Takeda)	✓ <i>All adults</i>	✓ <i>Adult women</i>	✓ <i>All adults</i>	<ul style="list-style-type: none"> Long history of usage Well-tolerated product with an established safety profile No limitation on duration of use
	Linzess ^{1/2} (linaclotide) capsules	Rx	Ironwood (Marketed by Actavis)	✓ <i>All adults</i>	✓ <i>All adults</i>	✗	<ul style="list-style-type: none"> Black box warning against pediatric use Often used for the most severe patients Food restrictions Convenient dosing
	RELISTOR methylsulfonyl methane bromide injection	Rx	Valeant/Progenics	✗	✗	✓ <i>All adults</i>	<ul style="list-style-type: none"> Low market penetration for injection formulation
	movantik [™] naloxegol tablets	Rx	AstraZeneca	✗	✗	✓ <i>All adults</i>	<ul style="list-style-type: none"> Launch September 2016 Limited uptake since launch in March 2015 for OIC Post marketing safety commitment in place
All Branded / Patented: 8% of market							
Generic	MiraLAX	OTC	Schering-Plough	✗	✗	✗	<ul style="list-style-type: none"> Short-term indications no longer than 2 weeks Used to treat one-time symptoms but not chronic conditions Use of laxatives for CIC and IBS-C is not supported by long-term, well-controlled clinical trial data
	Bentyl (Dicyclomine)	Rx	Pantheon & Akorn (Marketed by Axcan)	✗	✗	✗	<ul style="list-style-type: none"> Does not relieve constipation Primarily used to reduce stomach and intestinal cramping that is symptom of IBS
	Other Therapies		Various	✗	✗	✗	<ul style="list-style-type: none"> Includes Stool softener with stim (Docusate/ Senna S), PEG preps (Osmi Prep), Irritant-stimulant (Ex-Lax, Dulcolax), Bulk Fiber, Oils and Enemas
All Generic: 92% of market							



Recent Deals Have Unlocked Substantial AMITIZA Value



- Sucampo's acquisition of R-Tech Ueno closed on 12/03/2015
- Secured a larger portion of the global economics of AMITIZA and greater control over the manufacturing and supply chain for the product
- Settlement agreements with Par Pharmaceutical and Dr. Reddy's Laboratories provide additional durability to AMITIZA after 2021

AMITIZA Product royalty revenue represents royalty revenue earned on the net sales of AMITIZA in North America. AMITIZA Product sales revenue represents drug product net sales of AMITIZA in North America, Japan and Europe.

Expand AMITIZA Franchise Through New Formulation and New Indication

New Pediatric Functional Constipation (PFC) Indication

- U.S. Prevalence: 18% of pediatric population (13.5M)
- Unmet need: No FDA-approved therapies for PFC (black box warning for linaclotide; prucalopride failed in Phase 4); patients use OTC drugs off-label

Phase 3 program in children 6–17:

- Trend to efficacy observed
- Achieved statistical significance in key secondary endpoints: overall SBM frequency, straining, stool consistency
- Well-tolerated
- Sufficient evidence to warrant moving forward with pediatric program and development of sprinkle formulation – subject to discussions with FDA

Phase 3 program in Pediatrics (6 months–5 years)

- Subject to positive sprinkle formulation data in adults and discussions with FDA, intend to initiate program in mid-2017

Alternate Sprinkle Formulation

- Alternate formulation for additional adult and pediatric patients who cannot tolerate capsules, or naso-gastric tube fed patients
- ~40% of adults have difficulty swallowing pills
- Phase 3 in adults with CIC to initiate by year-end
- Expect to report results by mid-2017



Program	Target	Indication(s)	Development Stage	(s)NDA / MAA Filing	Approval
Marketed Products					
AMITIZA	CIC2	Chronic constipation, adult CIC, IBS-C, OIC	Marketed	–	–
GI/Metabolic/Inflammation					
AMITIZA	CIC2	Pediatric functional constipation (6–17 yrs.)	P3	2017	2017
Lubiprostone Microparticle Formulation	CIC2	Pediatric functional constipation (6 mos–5 yrs.) (1); adult CIC (2)	P3	2018 (1); 2017 (2)	2019 (1); 2018 (2)
CPP-1X/sulindac combination product	Polyamines	Familial Adenomatous Polyposis	P3	2018	2019
Other					
RTU-009	Vap-1 inhibitor	Chronic Inflammatory Conditions	Preclinical		

Sucampo Program

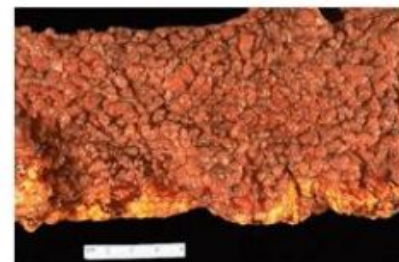
Option

Sucampo has the sole option to acquire an exclusive license to commercialize the CPP-1X/sulindac combination product in North America.

CPP-1X/sulindac Combo: Exclusive Option for Phase 3 Asset in FAP

- **Significant opportunity**

- Orphan indication in U.S. for familial adenomatous polyposis (FAP)
 - ~30K cases currently
- No approved treatment options
- Dire patient need
 - 100% risk of colon cancer
 - Progressive removal of colon/rectum
- Incremental opportunity of ~\$200M–\$400M



- **De-risked**

- Exclusive Option with Cancer Prevention Pharma for N. America
- Strong scientific rationale and Phase 2 proof of concept data in sporadic colon adenoma/FAP
- Defined regulatory pathway



- **Phase 3 Clinical development**

- Fully enrolled, registration eligible study
- 150-patient, three-arm, double-blind randomized trial of the combination agent and the single agent comparators
- Expected to conclude in 2018, with potential approval in 2019

- **Additional opportunity in sporadic colon adenoma therapy (CAT)**

Product	Event	Expected Timing
AMITIZA	Initiation of Phase 3 pivotal alternate formulation in adults	2H16
AMITIZA	File sNDA for PFC (6–17 years)	1H17
CPP-1X/sulindac combination product	Phase 3 futility analysis	
AMITIZA	Top-line data from Phase 3 pivotal alternate formulation in adults	
AMITIZA	Initiation of Phase 3 pivotal PFC (6 months–5 years)	Mid-2017
AMITIZA	File NDA for alternate formulation for adults in the U.S.	2H17
AMITIZA	Initiation of Phase 3 open-label PFC (6 months–5 years)	
CPP-1X/sulindac combination product	Top-line data from Phase 3 pivotal; decision to opt into product licensing	2018

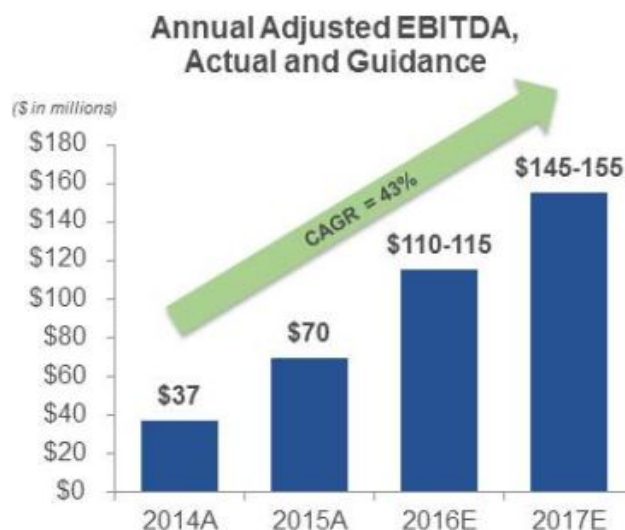
Summary of Results	Q3-16	% Increase on Q3-15
Revenue	\$57.9M	49%
Net Income GAAP	\$8.1M	12%
EPS GAAP – Diluted	\$0.19	19%
EBITDA	\$35.6M	197%
Adjusted Net Income*	\$12.4M	58%
Adjusted EPS – Diluted*	\$0.28	68%
Adjusted EBITDA*	\$28.8M	97%

Balance Sheet	End 9/30/16	Change	End 12/31/15
Cash, Cash Equivalents and Restricted Cash	\$153.7M	(\$9.8M)	\$163.5M
Notes Payable	(\$218.7M)	\$33.7M	(\$252.4M)
Net Debt	(\$65.0M)	\$23.9M	(\$88.9M)

*A reconciliation of adjusted Net Income to GAAP Net Income and adjusted EBITDA to net income, the most directly comparable GAAP financial measure, is included in the Appendix.

2016 non-GAAP Guidance	
Total Revenue:	\$220M – \$225M
Adjusted Net Income:	\$50M to \$55M
Adjusted Diluted EPS:	\$1.20 to \$1.25
Adjusted EBITDA:	\$110M to \$115M

2017 Preliminary non-GAAP Guidance	
Total Revenue:	\$220M – \$230M
Adjusted Net Income:	\$80M to \$90M
Adjusted Diluted EPS:	\$1.35 to \$1.50
Adjusted EBITDA:	\$145M to \$155M



*One-time \$10.0 million milestone in the fourth quarter of 2016 related to the achievement of sales milestone from Mylan related to sales of AMITZA in Japan. 2014-2015 are actual numbers. 2016 and 2017 are Sucampo Management's guidance.

Appendix



Reconciliation for Non-GAAP Metrics

Consolidated Statements of Operations and Comprehensive Income (unaudited)		
(In thousands, except per share data)		
	Three months ended September 30,	
	2016	2015
Adjusted Net Income:		
GAAP net income	8,092	7,205
Amortization Intangibles	6,672	-
Intangible Impairment	7,286	-
Legal Settlement	(9,260)	-
Restructuring Costs	208	-
Acquisition Related Expenses	605	943
Amortization of Financing Costs	875	-
Tax Effect of Adjustments	(2,107)	(313)
Adjusted Net Income	12,371	7,835
Adjusted Earnings Per Share:		
Diluted	\$ 0.28	\$0.17
Weighted average common shares outstanding, diluted	43,443,000	46,309,000
EBITDA:		
GAAP net income	8,092	7,236
Income Tax Provision	7,410	4,327
Interest income	(31)	(30)
Interest payable	5,899	243
Depreciation	223	201
Amortization of Acquired Intangibles	6,672	-
Intangible Impairment	7,286	-
EBITDA	35,551	11,977
Adjusted EBITDA:		
EBITDA	35,551	11,977
Share Based Compensation Expense	1,722	1,718
Restructuring Costs	208	-
Acquisition Related Expenses	605	943
Legal settlement	(9,260)	-
Adjusted EBITDA	28,826	14,638

Reconciliation for Non-GAAP Metrics

Consolidated Statements of Operations and Comprehensive Income (unaudited)		
(In thousands, except per share data)		
	For the year ended December 31,	
	2015	2014
Adjusted Net Income:		
GAAP net income	33,371	13,128
Amortization Intangibles	3,732	-
Amortization Inventory Step Up	5,645	-
Intangible Asset Impairment	-	5,631
Restructuring Costs	958	-
Acquisition Related Expenses	5,135	-
Amortization of Financing Costs	870	-
Acceleration of Deferred Revenue	(4,079)	-
Tax Effect of Adjustments	(2,119)	(829)
Adjusted Net Income	43,513	17,930
Adjusted Earnings Per Share:		
	0.99	0.41
Diluted	0.95	0.40
Weighted average common shares outstanding, diluted	45,680,000	44,506,000
EBITDA:		
GAAP net income	33,371	13,128
Income Tax Provision	10,304	14,005
Interest expense	6,854	1,348
Depreciation	823	1,090
Amortization of Acquired Intangibles	3,732	-
Amortization Inventory Step Up	5,645	-
Intangible Impairment	-	5,631
EBITDA	60,530	35,202
Adjusted EBITDA:		
EBITDA	60,530	35,202
Share Based Compensation Expense	7,349	2,287
Restructuring Costs	958	-
Acquisition Related Expenses	5,135	-
Acceleration of Deferred Revenue	(4,079)	-
Adjusted EBITDA	69,892	37,489