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 15, 2017

ELEVEN BIOTHERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-36296	26-2025616
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

245 First Street, Suite 1800 Cambridge, MA	02142
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (617) 444-8550

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:

☐ 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 2.02 Results of Operations and Financial Condition.

On November 15, 2017, Eleven Biotherapeutics, Inc. (the "Company") filed a Notification of Late Filing on Form 12b-25 (the "Form 12b-25") with the Securities and Exchange Commission (the "SEC") pertaining to its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2017 (the "Form 10-Q"). The Company was unable to file the Form 10-Q prior to the filing deadline without unreasonable effort or expense due to its ongoing efforts to finalize its accounting related to the Company's acquisition of Viventia Bio, Inc. in September 2016 and the fair value of the contingent consideration liability as of September 30, 2017. The Company expects to file the Form 10-Q no later November 20, 2017, as permitted by Rule 12b-25.

Certain portions of the Form 12b-25 filed with the SEC contained selected estimated preliminary financial results for the quarterly period ended September 30, 2017, which portions are filed as Exhibit 99.1 hereto and incorporated herein by reference.

The information set forth under this Item shall be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are being filed herewith:

Exhibit No.	Document
99.1	Portion of Form 12b-25 of Eleven Biotherapeutics, Inc. filed with the SEC on November 15, 2017.

SIGNATURE

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.

Date: November 16, 2017

Eleven Biotherapeutics, Inc.

By: /s/ Stephen A. Hurly

Stephen A. Hurly

President and Chief Executive Officer

Portion of Form 12b-25 of Eleven Biotherapeutics, Inc.
Filed with the SEC on November 15, 2017

For the three months ended September 30, 2017, the Company expects to report that there was no revenue compared to $28.7 million in revenue for the three months ended September 30, 2016. In August 2016, the Company recognized the upfront license fee and the development milestone payment under its license agreement (the "License Agreement") with F. Hoffmann-La Roche Ltd and Hoffmann-La Roche Inc. (collectively, "Roche"), relating to the execution of the License Agreement and the successful submission of an investigation new drug application for its monoclonal antibody EBI-031.

The Company also expects to report that general and administrative expenses were $1.6 million for the three months ended September 30, 2017 compared to $6.4 million for the three months ended September 30, 2016. The decrease of $4.8 million was due primarily to a reduction in professional fees as well as salaries and related costs for personnel, including stock-based compensation. For the three months ended September 30, 2016, the Company had higher professional fees compared to the 2017 period related to the License Agreement with Roche, its 2016 review of strategic alternatives and its acquisition of Viventia in September 2016. In addition, for the three months ended September 30, 2016, the Company paid higher severance costs related to its acquisition of Viventia compared to the 2017 period.

The Company expects to report that research and development expenses for the three months ended September 30, 2017 were $3.6 million as compared to $2.8 million for the three months ended September 30, 2016. This increase was due primarily to higher costs incurred for the Company's ongoing Phase 3 clinical trial for Vicinium in patients with non-muscle invasive bladder cancer that were partially offset by the absence of costs associated with the monoclonal antibody EBI-031licensed to Roche in 2016 and lower compensation related costs.

As reference above in Part III, the Company intends to make certain acquisition accounting adjustments in its financial statements in connection with finalization of the accounting for the acquisition of Viventia, as well as the fair value of the contingent consideration liability as of September 30, 2017, all of which have not yet been completed. A reasonable estimate of the results of operations for the Company for the three months ended September 30, 2017 cannot be made until all accounting relating to the acquisition of Viventia and the estimate of the fair value of the contingent consideration as of September 30, 2017 have been finalized, and we have completed preparation of financial statements for inclusion in the Form 10-Q.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This notification of Late Filing on Form 12b-25 contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, contained in this notification of Late Filing on Form 12b-25, including statements regarding the Company's strategy, future operations, future product research or development, future financial position, future revenues, projected costs, prospects, plans and objectives of management, are forward-looking statements. The words "anticipate," "believe," "goals," "estimate," "expect," "intend," "may," "might," "plan," "predict," "project," "target," "potential," "will," "would," "could," "should," "continue" and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: the occurrence of any event change or other circumstances that could give rise to the termination of the License Agreement with Roche, the uncertainties inherent in receiving future payments pursuant to the License Agreement, the uncertainties inherent in the initiation and conduct of clinical trials, the Company's ability to successfully develop the Company's product candidates and complete the Company's planned clinical programs, the Company's ability to obtain marketing approvals for the Company's product candidates, expectations regarding the Company's ongoing clinical trials, availability and timing of data from clinical trials, whether interim results from a clinical trial will be predictive of the final results of the trial or results of early clinical studies will be indicative of the results of future studies, the adequacy of any clinical models, expectations regarding regulatory approvals, the Company's ability to obtain, maintain and protect the Company's intellectual property for the Company's technology and products, availability of funding sufficient for the Company's foreseeable and unforeseeable operating expenses and capital expenditure requirements, other matters that could affect the financial performance of the Company, other matters that could affect the availability or commercial potential of the Company's product candidates and other factors discussed in the "Risk Factors" section of the Company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other reports filed with the Securities and Exchange Commission. In addition, the forward-looking statements included in this press release represent the Company's views as of the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date hereof.