
**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): May 5, 2014

BioCryst Pharmaceuticals, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-23186
(Commission
File Number)

62-1413174
(IRS Employer
Identification No.)

**4505 Emperor Blvd., Suite 200
Durham, North Carolina 27703**
(Address of Principal Executive Offices)

(919) 859-1302
(Registrant's telephone number, including area code)

(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 210.14d-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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Certificate of Amendment

On May 5, 2014, BioCryst Pharmaceuticals, Inc. filed a Certificate of Amendment to the Third Restated Certificate of Incorporation to increase the number of shares of common stock authorized for issuance by the Company. This amendment was approved by the stockholders at the Annual Meeting held on May 2, 2014 and amends the first paragraph of Article FOURTH as follows:

FOURTH. The total number of shares of all classes of stock which the Corporation shall have authority to issue is Two Hundred Five Million (205,000,000) shares consisting of (i) Two Hundred Million (200,000,000) shares of Common Stock, \$0.01 par value per share ("Common Stock"), and (ii) Five Million (5,000,000) shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock"), of which Ninety-Five Thousand (95,000) shares are designated Series B Junior Participating Preferred Stock.

The Third Restated Certificate of Incorporation previously authorized One Hundred Million (100,000,000) shares consisting of (i) Ninety-Five Million shares of Common Stock, \$0.01 par value per share ("Common Stock"), and (ii) Five Million (5,000,000) shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock"), of which Ninety-Five Thousand (95,000) shares are designated Series B Junior Participating Preferred Stock.

This summary is subject to and qualified in its entirety by reference to the text of the Certificate of Amendment, which is included as Exhibit 3.1 to this filing and is incorporated in this Item 5.03 by reference.

Certificate of Increase of Series B Junior Participating Preferred Stock

Pursuant to Section 151(g) of the Delaware General Corporation Law ("DGCL") and Article FOURTH of the Company's Third Restated Certificate of Incorporation, the Board of Directors (the "Board") of BioCryst Pharmaceuticals Inc. (the "Company") approved an increase in the authorized number of shares of Series B Junior Participating Preferred Stock from 95,000 to 200,000. A Certificate of Increase was filed with the Delaware Department of State on May 5, 2014 and became effective on May 6, 2014. The filing of the Certificate of Increase amended the first paragraph of Article FOURTH the Company's Third Restated Certificate of Incorporation. Under Section 151(g) of the DGCL and Article FOURTH of the Company's Third Restated Certificate of Incorporation, stockholder approval of this action was not required.

This summary is subject to and qualified in its entirety by reference to the text of the Certificate of Increase, which is included as Exhibit 3.2 to this filing and is incorporated in this Item 5.03 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Third Restated Certificate of Incorporation of BioCryst Pharmaceuticals, Inc.
3.2	Certificate of Increase of Authorized Number of Shares of Series B Junior Participating Preferred Stock of BioCryst Pharmaceuticals, Inc.

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.

Dated: May 7, 2014

BioCryst Pharmaceuticals, Inc.

By: /s/ Alane Barnes

Alane Barnes

Vice President, General Counsel, and Corporate Secretary

EXHIBIT INDEX

**Exhibit
No.**

Description

- | | |
|-----|---|
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**CERTIFICATE OF AMENDMENT
TO THE
THIRD RESTATED CERTIFICATE OF INCORPORATION
OF
BIOCRYST PHARMACEUTICALS, INC.**

BioCryst Pharmaceuticals, Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify and set forth as follows:

1. The name of the Corporation is BioCryst Pharmaceuticals, Inc. The Corporation was originally incorporated under the name BioCryst Pharmaceuticals, Inc., and the original Certificate of Incorporation (the "Certificate") was filed by the Corporation with the Secretary of State of the State of Delaware on November 15, 1991.

2. A Third Restated Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on December 18, 2006 (the "Third Restated Certificate").

3. A Certificate of Amendment to the Third Restated Certificate was filed with the Secretary of State of the State of Delaware on July 18, 2007.

4. The Board of Directors of the Corporation, at a meeting duly adopted a proposed amendment of the Corporation's Third Restated Certificate, declaring the amendment set forth in this Certificate of Amendment to the Third Restated Certificate of Incorporation (the "Certificate of Amendment") to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Third Restated Certificate of Incorporation of the Corporation is hereby amended as follows:

The first paragraph of Article FOURTH shall be amended and restated to read in its entirety as follows:

FOURTH. The total number of shares of all classes of stock which the Company shall have authority to issue is Two Hundred Five Million (205,000,000) shares consisting of (i) Two Hundred Million (200,000,000) shares of Common Stock, \$0.01 par value per share ("Common Stock"), and (ii) Five Million (5,000,000) shares of Preferred Stock, \$0.01 par value per share ("Preferred Stock"), of which Ninety-Five Thousand (95,000) shares are designated Series B Junior Participating Preferred.

5. Thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

6. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

7. This Certificate of Amendment shall be effective upon acceptance for filing by the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, this Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 5th day of May, 2014.

BioCryst Pharmaceuticals, Inc.

By: /s/ Alane P. Barnes

Alane P. Barnes

Its: Vice President, General Counsel, and Corporate Secretary

CERTIFICATE OF INCREASE
OF
AUTHORIZED NUMBER OF SHARES
OF
SERIES B JUNIOR PARTICIPATING PREFERRED STOCK
OF
BIOCRIST PHARMACEUTICALS, INC.

(Pursuant to Section 151 of the
General Corporation Law of the State of Delaware)

BioCryst Pharmaceuticals, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”),

DOES HEREBY CERTIFY:

That a Certificate of the Designation of Series B Junior Participating Preferred Stock was filed in the office of the Secretary of State of the State of Delaware on June 17, 2002, which was amended by a Certificate of Amendment of Certificate of Designation filed in said office on December 20, 2005. A Certificate of Increase of Authorized Number of Shares of Series B Junior Participating Preferred Stock was filed in such office on November 3, 2008.

That the Board of Directors of the Corporation (the “Board”), at a meeting held on February 12, 2014, duly adopted a resolution authorizing and directing an increase in the authorized number of shares of Series B Junior Participating Preferred Stock of the Corporation, from 95,000 shares to 200,000 shares, all in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, **BIOCRIST PHARMACEUTICALS, INC.** has caused this certificate to be signed by Alane P. Barnes, its Vice President, General Counsel, and Corporate Secretary, this 5th day of May, 2014.

BioCryst Pharmaceuticals, Inc.

By: /s/ Alane P. Barnes

Name: Alane P. Barnes

Title: Vice President, General Counsel, and Corporate Secretary