

**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) **August 8, 2014**

**METABOLIX, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

(State or Other Jurisdiction of Incorporation)

**001-33133**

(Commission File Number)

**04-3158289**

(IRS Employer Identification No.)

**21 Erie Street, Cambridge, Massachusetts**

(Address of Principal Executive Offices)

**02139**

(Zip Code)

**(617) 583-1700**

(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 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.**

On August 11, 2014, the Company issued a press release announcing that the NASDAQ Stock Market LLC ("NASDAQ") granted the Company's request for a financial viability exception to the shareholder approval requirements applicable to the proposed financing transaction discussed below. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 7.01.

**Item 8.01 Other Events.**

As previously reported, on August 4, 2014, Metabolix, Inc. (the "Company"), entered into a Securities Purchase Agreement (the "Purchase Agreement") with certain qualified institutional and individual investors (collectively, the "Investors"), pursuant to which the Company agreed to sell to the Investors units of Company securities (the "Units") for an aggregate purchase price of \$25 million (the "Transaction"). The price of each Unit is \$0.50, or \$0.25 per share of the Company's common stock, par value \$0.01 per share ("Common Stock"), on an as-converted basis. Each Unit will consist of one (1) share of Common Stock and one one-thousandth (1/1,000) of a share of the Company's to-be-designated Series B Preferred Stock, par value \$0.01 per share (the "Preferred Stock"). Each share of Preferred Stock issued in the Transaction will automatically convert into 1,000 shares of Common Stock upon the effectiveness of the filing of a charter amendment to increase the number of authorized shares of the Company's Common Stock to not less than 150,000,000. After the closing of the Transaction and the conversion of the Preferred Stock into Common Stock, the Company will have issued 100,000,000 new shares of Common Stock to the Investors.

The closing of the Transaction is subject to, among other things, the Company's obtaining a financial viability exception under NASDAQ Listing Rule 5635(f) to the NASDAQ shareholder approval requirements that would otherwise be applicable to the Transaction. The Company applied to NASDAQ for the financial viability exception because it determined that the delay necessary to seek and obtain shareholder approval would seriously jeopardize the financial viability of the Company.

On August 8, 2014, NASDAQ informed the Company that it approved the Company's application for the financial viability exception with respect to the Transaction. Accordingly, subject to the satisfaction or waiver of the other closing conditions specified in the Purchase Agreement, the Company intends to close the Transaction on or about August 22, 2014 without obtaining approval from its shareholders. A special committee of the Company's Board of

Directors comprised solely of independent, disinterested directors expressly approved the Transaction and the Company's reliance on the NASDAQ financial viability exception.

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**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of Metabolix, Inc. dated August 11, 2014.

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**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.

METABOLIX, INC.

Date: August 11, 2014

By: /s/ Joseph Shaulson  
Joseph Shaulson  
President & Chief Executive Officer

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## METABOLIX GRANTED FINANCIAL VIABILITY EXCEPTION BY NASDAQ

**Cambridge, Massachusetts**, August 11, 2014 — Metabolix, Inc. (NASDAQ: MBLX), an advanced biomaterials company focused on sustainable solutions for the plastics and chemicals industries, announced today that NASDAQ has granted the Company's request for a financial viability exception to the shareholder approval requirements otherwise applicable to the \$25 million private placement financing announced by the Company on August 4, 2014.

The Company applied to NASDAQ for a financial viability exception because it determined that the delay necessary to seek and obtain shareholder approval for the transaction would seriously jeopardize the financial viability of the Company. A special committee of the Company's Board of Directors comprised solely of independent, disinterested directors approved the transaction and the Company's reliance on the NASDAQ financial viability exception.

On August 8, 2014, NASDAQ granted the Company's request for the exception and, as a result, the Company intends to close the transaction on or about August 22, 2014, subject to the satisfaction of the other closing conditions specified in the purchase agreement.

In accordance with NASDAQ requirements, the Company will mail a letter to shareholders notifying them of its intention to close the transaction without obtaining approval from its shareholders.

### About Metabolix

Metabolix, Inc. is an advanced biomaterials company focused on sustainable solutions for the plastics and chemicals industries. The Company is developing and commercializing a family of high-performance biopolymers targeted at applications for performance additives that can improve performance and/or reduce cost in other material systems such as PVC, PLA and coated paper. Metabolix also is developing platforms for biobased chemicals based on its novel "FAST" recovery process and for co-producing plastics, chemicals and energy from crops. Metabolix has established an industry-leading intellectual property portfolio that, together with its knowledge of advanced industrial practice, provides a foundation for industry collaborations.

For more information, please visit [www.metabolix.com](http://www.metabolix.com). (MBLX-G)

### Safe Harbor for Forward-Looking Statements

This press release contains forward-looking statements which are made pursuant to the safe harbor provisions of Section 27A of the Securities Act of 1933, as amended, and

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Section 21E of the Securities Exchange Act of 1934, as amended. The forward-looking statements in this release do not constitute guarantees of future performance. Investors are cautioned that statements in this press release which are not strictly historical statements, including, without limitation, statements regarding the anticipated closing of the private placement transaction, constitute forward-looking statements. Such forward-looking statements are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, including the risks and uncertainties detailed in Metabolix's filings with the Securities and Exchange Commission. Metabolix assumes no obligation to update any forward-looking information contained in this press release or with respect to the announcements described herein.

### Metabolix Inquiries:

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