

**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 28, 2016**

AVISTA HEALTHCARE PUBLIC ACQUISITION CORP.

(Exact name of registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of
incorporation)

001-37906

(Commission File Number)

98-1329150

(I.R.S. Employer Identification No.)

65 East 55th Street

18th Floor

New York, NY

(Address of principal executive offices)

10022

(Zip Code)

(212) 593-6900

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communication 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-commencements communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sale of Equity Securities.

On November 28, 2016, Avista Healthcare Public Acquisition Corp. (the "Company") sold 400,000 private placement warrants for an aggregate purchase price of \$200,000. The private placement warrants were sold pursuant to the exemption from registration contained in Section 4(a)(2) of the Securities Act and no underwriting discounts or commissions were paid with respect to such sales. The sale of the private placement warrants was made in connection with the exercise of the over-allotment option by the underwriters of the Company's initial public offering described below in Item 8.01.

The private placement warrants entitle the holder thereof to purchase one-half of one Class A ordinary share. Two warrants may be exercised for one whole Class A ordinary share at a price of \$11.50 per share. If any fractional interests would be issuable upon exercise of a private placement warrant, the Company will round down to the nearest whole number of Class A ordinary shares to be issued to the holder. The private placement warrants are also exercisable on a cashless basis. The private placement warrants will become exercisable on the later of (a) 30 days after the completion of the Company's initial business combination and (b) October 14, 2017. The private placement warrants expire five years after completion of the Company's initial business combination or earlier upon its liquidation.

Item 8.01 Other Events.

On November 28, 2016, the Company completed the sale of an additional 1,000,000 units of the Company to the underwriters of its initial public offering at the public offering price of \$10.00 per unit pursuant to the partial exercise of the over-allotment option granted to the underwriters in connection

with the Company's initial public offering. Each unit consists of one Class A ordinary share and one warrant of the Company. Each warrant entitles the holder thereof to purchase one-half of one Class A ordinary share. Two warrants may be exercised for one whole Class A ordinary share at a price of \$11.50 per share. The Company received \$9.8 million in net proceeds from the sale, which includes \$350,000 in the aggregate payable to the underwriters for deferred underwriting commissions. The net proceeds, together with the proceeds from the sale of the private placement warrants described above in Item 3.02, were placed in the Company's trust account with Continental Stock Transfer and Trust Company acting as trustee.

On November 28, 2016, the Company also issued a press release, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K, announcing that the holders of the Company's units may elect to separately trade the Class A ordinary shares and warrants comprising the units commencing on November 29, 2016. Those units not separated will continue to trade on the NASDAQ Capital Market under the symbol "AHPAU," and each of the Class A ordinary shares and warrants that are separated will trade on the NASDAQ Capital Market under the symbols "AHPA" and "AHPAW," respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are filed with this Form 8-K:

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
99.1	Press Release dated November 28, 2016.
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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.

Avista Healthcare Public Acquisition Corp.

Date: November 28, 2016

By: /s/ Benjamin Silbert
Name: Benjamin Silbert
Title: General Counsel and Secretary

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EXHIBIT INDEX

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FOR IMMEDIATE RELEASE

Avista Healthcare Public Acquisition Corp. Announces the Separate Trading of its Class A Ordinary Shares and Warrants, Commencing November 29, 2016

NEW YORK, NY, November 28, 2016 — Avista Healthcare Public Acquisition Corp. (NASDAQ:AHPAU) (the “Company”) announced that Credit Suisse Securities (USA) LLC, the sole book-running manager of the Company’s initial public offering, has informed the Company of its decision to allow separate trading of the Class A ordinary shares and warrants included in the units sold by the Company in the offering. As a result, commencing November 29, 2016, holders of the units sold in the Company’s initial public offering of 31,000,000 units may elect to separately trade the Class A ordinary shares and warrants included in the units. The Class A ordinary shares and warrants that are separated will trade on the NASDAQ Capital Market under the symbols “AHPA” and “AHPAW,” respectively. Those units not separated will continue to trade on the NASDAQ Capital Market under the symbol “AHPAU.”

This press release shall not constitute an offer to sell or the solicitation of an offer to buy the securities of the Company, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. The offering was made only by means of a prospectus, copies of which may be obtained by contacting Credit Suisse, Prospectus Department, One Madison Avenue, New York, NY 10010; Telephone: (800) 221-1037; email: newyork.prospectus@credit-suisse.com.

About Avista Healthcare Public Acquisition Corp.

Avista Healthcare Public Acquisition Corp. is a blank check company formed for the purpose of effecting a merger, share exchange, asset acquisition, stock purchase, reorganization or similar business combination with one or more businesses.

Forward-Looking Statements

This press release may include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical fact included in this press release are forward-looking statements. When used in this press release, words such as “anticipate,” “believe,” “estimate,” “expect,” “intend” and similar expressions, as they relate to us or our management team, identify forward-looking statements. Such forward-looking statements are based on the beliefs of management, as well as assumptions made by, and information currently available to, the Company’s management. Actual results could differ materially from those contemplated by the forward-looking statements as a result of certain factors detailed in the Company’s filings with the Securities and Exchange Commission (“SEC”). All subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are qualified in their entirety by this paragraph. Forward-looking statements are subject to numerous conditions, many of which are beyond the control of the Company, including those set forth in the Risk Factors section of the Company’s registration statement and prospectus for the Company’s initial public offering filed with the SEC. The Company undertakes no obligation to update these statements for revisions or changes after the date of this release, except as required by law.

Contact:

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SOURCE Avista Healthcare Public Acquisition Corp.
