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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**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 23, 2018**

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**ZOSANO PHARMA CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36570**  
(Commission  
File Number)

**45-4488360**  
(I.R.S. Employer  
Identification No.)

**34790 Ardentech Court**  
**Fremont, CA 94555**  
(Address of principal executive offices) (Zip Code)

**(510) 745-1200**  
**Registrant's telephone number, including area code**

**Not applicable**  
(Former name or former address, if changed since last report.)

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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 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On May 23, 2018, we entered into a Purchase Order (the "Purchase Order") with Harro Hofliger Packaging Systems to purchase a commercial coating and primary packaging machine (the "Equipment") for the production of our product candidate, M207, for an aggregate purchase price of \$12.2 million.

We remitted \$1.5 million of the purchase price upon order of the Equipment and plan to remit an additional \$1.5 million on August 7, 2018. An additional 25% of the purchase price will be due after the design of the Equipment is finalized and approved, 20% will be due after the completion of the manufacturing of the component parts of M207 and the start of assembly of M207, 20% will be due after approval at the manufacturing plant and before shipment, and 10% will be after the final invoice is sent. We anticipate that such amounts will come due over an approximately eighteen-month period.

The foregoing description of the Purchase Order is qualified in its entirety by reference to the full text of the Purchase Order, attached hereto as Exhibit 10.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
10.1	<a href="#"><u>Purchase Order #9186G, dated as of May 23, 2018 between Zosano Pharma Corporation and Harro Hofliger Packaging Systems.</u></a>

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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.

**ZOSANO PHARMA CORPORATION**

Dated: August 6, 2018

By: /s/ John Walker

Name: John Walker

Title: President and Chief Executive Officer



Purchase Order #9186G

Vendor:  
**Harro Hofliger Packaging Systems**  
 350 S. Main St.  
 Suite 315  
 Doylestown, PA 18901  
 Contact: Joe Pistorius  
 Email: jpistorius@hofliger.com  
 Web: www.x-rates.com/calculator.html

Ship To:  
**Zosano Pharma Corporation**  
 34790 Ardentech Court  
 Fremont, California 94555  
 US  
 Attn: Hayley Lewis, Room: 2114  
 Email: purchasing@zosanopharma.com  
 Web: www.zosanopharma.com

Bill To:  
**Zosano Pharma Corporation**  
 34790 Ardentech Court  
 Fremont, California 94555  
 US  
 Email: purchasing@zosanopharma.com

Order Date: **5/23/18**      Carrier: **Best Way**      FOB: **Ship Point**      Terms: **Net 30**  
 Agent: **Scott Cosner**, scosner@zosanopharma.com

	Quote	ETA	Delivery	Product No.	Item Description	Qty	U of M	Tax	Price	Ext
1.	4853 - 5499/18_PR108313		Standard Shipping		ZCAPX M207 Commercial Coating and Primary Packaging Machine	11,545,711	Dollars	5.3125%	\$ 1.00	\$11,545,711.00

- Payment terms:
- \$1,500,000.00 upon order
- \$1,500,000.00 at 60 days after PO acceptance
- 25% after finalizing/approval of design
- 20% after completion of manufacturing of parts/at assembly start
- 20% after approval at manufacturer's plant & before shipment
- 10% within 30 days at the latest after date of invoice, net

Subtotal:	<u>\$11,545,711.00</u>
Tax:	<u>\$ 613,365.90</u>
Misc:	<u>\$ 0.00</u>
Freight:	<u>\$ 0.00</u>
Total:	<u><b>\$12,159,076.90</b></u>

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