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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **August 9, 2016**

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**SIENTRA, INC.**

(Exact Name of Registrant as Specified in Its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36709**  
(Commission  
File Number)

**20-5551000**  
(IRS Employer  
Identification No.)

**420 South Fairview Avenue, Suite 200**  
**Santa Barbara, CA 93117**  
(Address of Principal Executive Offices and Zip Code)

**(805) 562-3500**  
(Registrant's Telephone Number, Including Area Code)

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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 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))
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**Item 2.02 Results of Operations and Financial Condition.**

On August 9, 2016, Sientra, Inc. (the “*Company*”) issued a press release announcing its financial condition and results of operations for the second quarter ended June 30, 2016. A copy of the press release is furnished as Exhibit 99.1 and is incorporated herein by reference.

*The information under Item 2.02 of this Current Report on Form 8-K, including the press release furnished as Exhibit 99.1, is being furnished, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any of the Company’s filings, whether made before or after the date hereof, regardless of any general incorporation language in any such filing.*

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

| <u>Exhibit No.</u> | <u>Description</u>  |
|--------------------|---|
| 99.1               | Earnings Press Release of Sientra, Inc. dated August 9, 2016. |

**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 hereto duly authorized.

**SIENTRA, INC.**

Dated: August 9, 2016

By: /s/ Jeffrey Nugent  
Jeffrey Nugent  
*Chairman of the Board and Chief Executive Officer*

## INDEX TO EXHIBITS

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Earnings Press Release of Sientra, Inc. dated August 9, 2016. |

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## Sientra<sup>®</sup> Reports Second Quarter 2016 Financial Results and Progress on Manufacturing Solution

### Highlights

- Continued strong commercial traction following market re-entry
- Announces significant progress on long-term manufacturing solution through services agreement with Vesta
- Cash and cash equivalents of \$86.2 million as of June 30, 2016

**Santa Barbara, CA – August 9, 2016** – Sientra, Inc. (NASDAQ: SIEN) (“Sientra” or the “Company”) , a medical aesthetics company, today announced its financial results for the second quarter ended June 30, 2016.

Jeffrey M. Nugent, Chairman and Chief Executive Officer of Sientra, said, “We are extremely encouraged by our second quarter results and remain on track with our precision launch. Our sales representatives remain engaged and motivated, and physician feedback continues to be very positive. Combined with our separately announced manufacturing partnership with Vesta, we are poised to build on our position as the leading provider of premium and innovative breast products to board-certified plastic surgeons. In addition, we have seen encouraging traction with bioCorneum sales as we further integrate the product into our commercial organization and physicians recognize the clinical benefits in adopting this best-in-class, complementary scar management solution.”

### Second Quarter 2016 Financial Review

Total net sales for the second quarter ended June 30, 2016 were \$6.2 million, compared to total net sales of \$14.2 million for the same period in 2015. This decrease was driven by our voluntary hold on the sale and implanting of all Sientra devices manufactured by Silimed between October 9, 2015 and March 1, 2016 and as a result of the Company’s controlled market re-entry designed to optimize the availability of its Breast Product inventory as the Company establishes its supply options. Net sales of our Breast Products accounted for 79% of our total net sales for the three months ended June 30, 2016. Net sales of bioCorneum®, or our Scar Management Products, accounted for 18% of our total net sales for the three months ended June 30, 2016.

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Gross profit for the second quarter of 2016 was \$4.5 million, or 72.1% of net sales, compared to gross profit of \$10.3 million, or 72.3% of net sales, for the same period in 2015. This slight decrease was primarily due to an incremental \$0.1 million reserve for inventory obsolescence recorded for product that we estimate to expire prior to being sold, as well as greater fixed overhead as a percentage of lower net sales.

Operating expenses for the second quarter of 2016 were \$14.7 million, an increase of \$2.3 million, or 18.7%, compared to operating expenses of \$12.4 million for the same period in 2015. The increase is primarily due to an increase in product development and legal costs partially offset by a decrease in marketing costs and the medical device excise tax costs as a result of the suspension of this tax during calendar years 2016 and 2017.

Net loss for the second quarter of 2016 was \$10.2 million, compared to \$3.0 million for the same period in 2015.

The Company had \$86.2 million in cash and cash equivalents as of June 30, 2016 with no outstanding debt obligations.

As of June 30, 2016, our sales organization included a total of 38 sales representatives.

### **Manufacturing Supply Update**

In a separate press release, Sientra today announced it has entered into a services agreement with Vesta, a Lubrizol Company, to establish manufacturing capacity and jointly secure approval of a PMA supplement for Sientra's breast implant products anticipated to be submitted during the first quarter of 2017. Vesta is a leading medical device contract manufacturer of silicone products headquartered in Franklin, Wisconsin.

### **Conference Call**

Sientra will hold a conference call on Tuesday, August 9, 2016 at 5:30 a.m. PT / 8:30 a.m. ET to discuss the results. The dial-in numbers are 844-464-3933 for domestic callers and 765-507-2612 for international callers. The conference ID is 50422236. A live webcast of the conference call will be available on the Investor Relations section of the Company's website at [www.sientra.com](http://www.sientra.com).

A replay of the call will be available starting on August 9, 2016 at 6:00 a.m. PT / 9:00 a.m. ET, through August 10, 2016 at 8:59 p.m. PT/11:59 p.m. ET. To access the replay, dial 855-859-2056 for domestic callers and 404-537-3406 for international callers, and use the replay conference ID 50422236. The webcast will be available on the Investor Relations section of the Company's website for 30 days following the completion of the call.

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## **About Sientra**

Headquartered in Santa Barbara, California, Sientra is a medical aesthetics company committed to making a difference in patients' lives by enhancing their body image, growing their self-esteem and restoring their confidence. The Company was founded to provide greater choice to board-certified plastic surgeons and patients in need of medical aesthetics products. The Company has developed a broad portfolio of products with technologically differentiated characteristics, supported by independent laboratory testing and strong clinical trial outcomes. The Company sells its breast implants and breast tissue expanders exclusively to board-certified and board-admissible plastic surgeons and tailors its customer service offerings to their specific needs. The Company also offers a range of other aesthetic and specialty products including bioCorneum®, the professional choice in scar management.

## **Forward- looking statements**

*This press release contains "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, based on management's current assumptions and expectations of future events and trends, which affect or may affect the Company's business, strategy, operations or financial performance, and actual results may differ materially from those expressed or implied in such statements due to numerous risks and uncertainties. Forward-looking statements include, but are not limited to, statements regarding the success of the Company's market re-entry, including the market's confidence in the quality and safety of its products, the ability of the Company to build on its position in the Company's markets, the Company's development of a long-term manufacturing solution, and, the integration of the bioCorneum product line into the Company's organization. Such statements are subject to risks and uncertainties, including the dependence on positive reaction from plastic surgeons and their patients in order to successfully re-enter the market, future profitability depending on the success of the Company's breast products, and risks associated with contracting with Vesta or any third-party manufacturer and supplier, including uncertainties that the development and validation of Vesta's manufacturing facility will be timely completed, that a PMA Supplement or other regulatory requirements will be timely approved by the FDA or other applicable regulatory authorities. Additional factors that could cause actual results to differ materially from those contemplated in this press release can be found in the Risk Factors section of Sientra's most recently filed Quarterly Report on Form 10-Q and its Annual Report on Form 10-K for the year ended December 31, 2015 which Sientra filed with the Securities and Exchange Commission on March 10, 2016 . All statements other than statements of historical fact are forward-looking statements. The words "believe," "may," "might," "could," "will," "aim," "estimate," "continue," "anticipate," "intend," "expect," "plan," or the negative of those terms, and similar expressions that convey uncertainty of future events or outcomes are intended to identify estimates, projections and other forward-looking statements. Estimates, projections and other forward-looking statements speak only as of the date they were made, and, except to the extent required by law, the Company undertakes no obligation to update or review any estimate, projection or forward-looking statement.*

## Investor Contacts:

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**SIENTRA, INC.**  
Condensed Statements of Operations  
(In thousands, except per share and share amounts)  
(Unaudited)

|   | <b>Three Months Ended<br/>June 30,</b> |                   | <b>Six Months Ended<br/>June 30,</b> |                   |
|---|--|-------------------|--------------------------------------|-------------------|
|   | <b>2016</b>                            | <b>2015</b>       | <b>2016</b>                          | <b>2015</b>       |
| Net sales   | \$ 6,244                               | \$ 14,206         | \$ 7,715                             | \$ 26,640         |
| Cost of goods sold  | 1,745                                  | 3,937             | 2,506                                | 7,174             |
| Gross profit  | <u>4,499</u>                           | <u>10,269</u>     | <u>5,209</u>                         | <u>19,466</u>     |
| Operating expenses:   |  |                   |                                      |                   |
| Sales and marketing   | 6,287                                  | 6,951             | 11,396                               | 13,805            |
| Research and development  | 3,062                                  | 1,497             | 5,317                                | 2,753             |
| General and administrative  | 5,357                                  | 3,943             | 10,642                               | 7,664             |
| Total operating expenses  | <u>14,706</u>                          | <u>12,391</u>     | <u>27,355</u>                        | <u>24,222</u>     |
| Loss from operations  | (10,207)                               | (2,122)           | (22,146)                             | (4,756)           |
| Other income (expense), net:  |  |                   |                                      |                   |
| Interest income   | 16                                     | 7                 | 31                                   | 7                 |
| Interest expense  | (12)                                   | (671)             | (13)                                 | (1,339)           |
| Other expense, net  | 10                                     | (206)             | (2)                                  | (288)             |
| Total other income (expense), net   | <u>14</u>                              | <u>(870)</u>      | <u>16</u>                            | <u>(1,620)</u>    |
| Loss before income taxes  | (10,193)                               | (2,992)           | (22,130)                             | (6,376)           |
| Income taxes  | —                                      | —                 | —                                    | —                 |
| Net loss  | <u>\$ (10,193)</u>                     | <u>\$ (2,992)</u> | <u>\$ (22,130)</u>                   | <u>\$ (6,376)</u> |
| Basic and diluted net loss per share attributable to common stockholders                                    | <u>\$ (0.56)</u>                       | <u>\$ (0.20)</u>  | <u>\$ (1.23)</u>                     | <u>\$ (0.43)</u>  |
| Weighted average outstanding common shares used for net loss per share attributable to common stockholders: |  |                   |                                      |                   |
| Basic and diluted   | <u>18,075,010</u>                      | <u>14,931,931</u> | <u>18,062,803</u>                    | <u>14,927,558</u> |



**SIENTRA, INC.**  
Condensed Balance Sheets  
(In thousands)  
(Unaudited)

|  | <u>June 30,</u><br><u>2016</u> | <u>December 31,</u><br><u>2015</u> |
|--|--------------------------------|------------------------------------|
| <b>Assets</b>                                    |                                |                                    |
| Current assets:                                  |                                |                                    |
| Cash and cash equivalents                        | \$ 86,159                      | \$ 112,801                         |
| Accounts receivable, net                         | 2,403                          | 4,249                              |
| Inventories, net                                 | 18,906                         | 20,602                             |
| Prepaid expenses and other current assets        | 1,958                          | 1,473                              |
| Total current assets                             | 109,426                        | 139,125                            |
| Property and equipment, net                      | 1,995                          | 1,404                              |
| Goodwill   | 3,273                          | —                                  |
| Other intangible assets, net                     | 3,796                          | 53                                 |
| Other assets                                     | 219                            | 223                                |
| Total assets                                     | \$ 118,709                     | \$ 140,805                         |
| <b>Liabilities and Stockholders' Equity</b>      |                                |                                    |
| Current liabilities:                             |                                |                                    |
| Accounts payable                                 | \$ 3,412                       | \$ 4,069                           |
| Accrued and other current liabilities            | 7,416                          | 6,959                              |
| Customer deposits                                | 6,958                          | 9,488                              |
| Total current liabilities                        | 17,786                         | 20,516                             |
| Warranty reserve and other long-term liabilities | 2,031                          | 1,418                              |
| Total liabilities                                | 19,817                         | 21,934                             |
| Stockholders' equity:                            |                                |                                    |
| Total stockholders' equity                       | 98,892                         | 118,871                            |
| Total liabilities and stockholders' equity       | \$ 118,709                     | \$ 140,805                         |