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): August 6, 2019

CONATUS PHARMACEUTICALS INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	**001-36003**	**20-3183915**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

16745 West Bernardo Drive, Suite 200, San Diego, CA 92127
(Address of Principal Executive Offices) (Zip Code)

(858) 376-2600
(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:

[ ] 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))

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. [ ]

Securities registered pursuant to Section 12(b) of the Act:

Title of each class:	**Trading symbol:**	**Name of each exchange on which registered:**
Common Stock, par value $0.0001 per share	CNAT	The Nasdaq Global Market

Item 2.02. Results of Operations and Financial Condition.

On August 6, 2019, Conatus Pharmaceuticals Inc. issued a press release announcing its financial results for the quarter and six months ended June 30, 2019. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2. of Form 8-K, the information in this Item 2.02, including Exhibit 99.1, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release issued on August 6, 2019

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.

CONATUS PHARMACEUTICALS INC.

Date: August 6, 2019

By: /s/ Keith W. Marshall, Ph.D., M.B.A.
Keith W. Marshall, Ph.D., M.B.A.
Executive Vice President, Chief Operating Officer and Chief Financial Officer

EXHIBIT 99.1

Conatus Pharmaceuticals Reports Second Quarter 2019 Financial Results and Program Updates

SAN DIEGO, Aug. 06, 2019 (GLOBE NEWSWIRE) -- Conatus Pharmaceuticals Inc. (Nasdaq:CNAT) today announced financial results for the quarter and six months ended June 30, 2019, and provided updates on its development programs.

Program Updates

During the second quarter, Conatus announced that top-line results from the company's ENCORE-LF clinical trial of emricasan did not meet its primary endpoint, results from the 24-week extension in the company's ENCORE-PH clinical trial of emricasan did not meet predefined objectives, and the company is discontinuing further treatment of patients enrolled in the ENCORE-LF trial. Consequently, Conatus and its partner, Novartis, have no further development plans for emricasan. Conatus plans to complete its ongoing clinical trials of emricasan for which the company is responsible under the collaboration agreement and is in discussions with Novartis for the wind-down of the collaboration.

In June 2019, Conatus announced that the company was implementing a restructuring plan in order to extend its resources, which included reducing staff and suspending development of its inflammasome disease candidate, CTS-2090. The company also announced that it had engaged Oppenheimer & Co., Inc., as its financial advisor to assist in the exploration and evaluation of strategic alternatives to enhance shareholder value. There can be no assurance of a successful outcome from these efforts, or of the form or timing of any such outcome.

Financial Results

The net loss for the second quarter of 2019 was $0.7 million compared with $4.5 million for the second quarter of 2018. The net loss for the first six months of 2019 was $5.4 million compared with $9.5 million for the first six months of 2018.

Total revenues consisted of collaboration revenue related to the company's collaboration with Novartis. Total revenues were $10.8 million for the second quarter of 2019 compared with $8.8 million for the second quarter of 2018. The increase of $2.0 million was primarily due to a net cumulative catch-up in revenue recognized under the Novartis agreement, partially offset by lower revenues under the Novartis agreement due to lower emricasan-related research and development expenses.

Total revenues were $17.8 million for the first six months of 2019 compared with $18.5 million for the first six months of 2018. The decrease of $0.7 million was primarily due to lower revenues under the Novartis agreement due to lower emricasan-related research and development expenses, partially offset by a net cumulative catch-up in revenue recognized under the Novartis agreement.

Research and development expenses were $8.6 million for the second quarter of 2019 compared with $10.7 million for the second quarter of 2018. Research and development expenses were $17.9 million for the first six months of 2019 compared with $22.8 million for the first six months of 2018. These decreases were primarily due to lower emricasan-related research and development expenses and lower personnel costs, partially offset by recognition of severance and noncash stock compensation costs for research and development employees related to the restructuring plan announced in June 2019.

General and administrative expenses were $3.1 million for the second quarter of 2019 compared with $2.6 million for the second quarter of 2018. General and administrative expenses were $5.6 million for the first six months of 2019 compared with $5.3 million for the first six months of 2018. These increases were primarily due to recognition of severance and noncash stock compensation costs for general and administrative employees related to the restructuring plan announced in June 2019.

Cash, cash equivalents and marketable securities were $28.7 million at June 30, 2019, compared with $40.7 million at December 31, 2018. The company is projecting a year-end 2019 net balance of cash, cash equivalents and marketable securities of between $10 million and $15 million.

Forward-Looking Statements

This press release contains forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. All statements other than statements of historical facts contained in this press release are forward-looking statements, including statements regarding: plans to complete ongoing trials of emricasan; concerning or implying the company will successfully complete a strategic alternative or that the company will be able to enhance shareholder value; and the company's financial guidance. In some cases, you can identify forward-looking statements by terms such as "may," "will," "should," "expects," "plans," "anticipates," "could," "intends," "targets," "projects," "contemplates," "believes," "estimates," "predicts," "potential" or "continues" or the negative of these terms or other similar expressions. These forward-looking statements speak only as of the date of this press release and are subject to a number of risks, uncertainties and assumptions, including: Conatus' ability to successfully complete its ongoing clinical trials; whether desirable strategic alternatives can be identified; and the company's ability to conserve cash or to complete a strategic alternative. In addition, if the company does not or is unable to retain certain remaining personnel, it may be difficult to complete a transaction. The company's existing or future liabilities, including litigation, if any, could also be seen as detrimental to any potential parties to a strategic alternative. There can be no assurance that the company will be able to conserve sufficient cash or complete any transaction. Other risks regarding the company's business are described in Conatus' prior press releases and in the periodic reports it files with the Securities and Exchange Commission. The events and circumstances reflected in Conatus' forward-looking statements may not be achieved or occur and actual results could differ materially from those projected in the forward-looking statements. Except as required by applicable law, Conatus does not plan to publicly update or revise any forward-looking statements contained herein, whether as a result of any new information, future events, changed circumstances or otherwise.

Conatus Pharmaceuticals Inc.
Selected Condensed Financial Information
(In thousands, except per share data)

(Unaudited)

Statements of Operations	Three Months Ended June 30,		Six Months Ended June 30,	
	2019	2018	2019	2018
Revenues:				
Collaboration revenue	$ 10,791	$ 8,774	$ 17,815	$ 18,511
Operating expenses:				
Research and development	8,565	10,737	17,948	22,818
General and administrative	3,054	2,594	5,645	5,307
Total operating expenses	11,619	13,331	23,593	28,125
Loss from operations	(828)	(4,557)	(5,778)	(9,614)
Other income/expense	172	60	375	99
Net loss	$ (656)	$ (4,497)	$ (5,403)	$ (9,515)
Net loss per share, basic and diluted	$ (0.02)	$ (0.15)	$ (0.16)	$ (0.32)
Weighted average shares outstanding used in computing net loss per share, basic and diluted	33,168	30,114	33,167	30,081

Balance Sheets	June 30, 2019	December 31, 2018
Assets		
Current assets:		
Cash, cash equivalents and marketable securities	$ 28,749	$ 40,692
Collaboration receivables	3,194	3,677
Prepaid and other current assets	3,468	3,057
Total current assets	35,411	47,426
Property and equipment, net	124	154
Other assets	631	1,223
Total assets	$ 36,166	$ 48,803
Liabilities and stockholders' equity		
Current liabilities:		
Accounts payable and other current liabilities	$ 9,811	$ 8,446
Current portion of deferred revenue	2,130	10,075
Total current liabilities	11,941	18,521
Deferred revenue, less current portion	-	2,815
Other long-term liabilities	116	68
Stockholders' equity	24,109	27,399
Total liabilities and stockholders' equity	$ 36,166	$ 48,803

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