
**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): July 9, 2015

CERULEAN PHARMA INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36395
(Commission
File Number)

20-4139823
(IRS Employer
Identification No.)

840 Memorial Drive
Cambridge, MA
(Address of Principal Executive Offices)

02139
(Zip Code)

Registrant's telephone number, including area code: (617) 551-9600

(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))
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Item 1.01 Entry into a Material Definitive Agreement.

On July 9, 2015, Cerulean Pharma Inc. (the “Company”) entered into a lease agreement (the “Lease”) with AstraZeneca Pharmaceuticals Limited Partnership, a Delaware limited partnership (the “Landlord”), for approximately 22,992 square feet of laboratory and office space at 35 Gatehouse Drive in Waltham, Massachusetts. The term of the Lease commences on December 28, 2015 and expires on February 28, 2021. During each of the first two years of the term, the Company’s annual base rent will be \$689,760. The annual base rent shall increase each year thereafter. In addition to the base rent, the Company is also responsible for its share of the operating expenses, utility costs and real estate taxes, in accordance with the terms of the Lease. Pursuant to the terms of the Lease, the Company is required to provide a security deposit in the form of a letter of credit in the amount of \$229,920.

The Company has the right to extend the term of the Lease for one three-year term, provided that the Company provides notice to the Landlord not later than 12 months prior to the expiration date of the initial term. The base rent for the extension term, if any, will be determined based on market conditions existing at such time in accordance with the terms of the Lease. The Lease contains customary provisions allowing the Landlord to terminate the Lease if the Company fails to remedy a default of any of its obligations under the Lease within specified periods or upon the bankruptcy or insolvency of the Company.

The foregoing description of the Lease does not purport to be complete and is qualified in its entirety by reference to the Lease, which the Company intends to file with the Securities and Exchange Commission as an exhibit to its Quarterly Report on Form 10-Q for the period ending June 30, 2015.

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.

CERULEAN PHARMA INC.

Date: July 14, 2015

By: /s/ Christopher D. T. Guiffre

Christopher D. T. Guiffre
President and Chief Executive Officer