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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

**Report of Foreign Private Issuer  
Pursuant to Rule 13a-16 or 15d-16  
of the Securities Exchange Act of 1934**

For the month of July 2020

Commission File Number 001-37410

**ESSA Pharma Inc.**

(Translation of registrant's name into English)

Suite 720, 999 West Broadway, Vancouver, British Columbia, Canada, V5Z 1K5  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F  Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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### EXPLANATORY NOTE

The following exhibits included herein were filed by the Registrant with the Canadian securities regulatory authorities on the System for Electronic Document Analysis and Retrieval on the dates noted below:

1. Exhibit 5.1 Opinion Letter of Blake, Cassels & Graydon Dated July 31, 2020
2. Exhibit 99.1 News Release date July 31, 2020: ESSA PHARMA COMPLETES PUBLIC OFFERING FOR AGGREGATE GROSS PROCEEDS OF US\$48,990,000

This report on Form 6-K shall be incorporated by reference into the registrant's Registration Statements on Form F-3 (File No. 333-222654 and File No. 333-234136) and Form S-8 (File No. 333-225056) under the Securities Act of 1933, as amended.

**EXHIBITS INCLUDED AS PART OF THIS REPORT**

**Exhibit**

1. [Exhibit 5.1](#) [Opinion Letter of Blake, Cassels & Graydon Dated July 31, 2020](#)
2. [Exhibit 99.1](#) [News Release date July 31, 2020: ESSA PHARMA COMPLETES PUBLIC OFFERING FOR AGGREGATE GROSS PROCEEDS OF US\\$48,990,000](#)

**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, thereunto duly authorized.

*ESSA PHARMA INC.*

\_\_\_\_\_  
(Registrant)

Date: July 31, 2020

By: /s/ DAVID WOOD  
Name: David Wood  
Title: Chief Financial Officer



Blake, Cassels & Graydon LLP  
 Barristers & Solicitors  
 Patent & Trade-mark Agents  
 595 Burrard Street, P.O. Box 49314  
 Suite 2600, Three Bentall Centre  
 Vancouver BC V7X 1L3 Canada  
 Tel: 604-631-3300 Fax: 604-631-3309

Exhibit 5.1

July 31, 2020

Reference: 99465/53

ESSA Pharma Inc.  
 Suite 720 - 999 W. Broadway Street  
 Vancouver, British Columbia V5Z 1K5

**RE: Registration Statement on Form F-3 of ESSA Pharma Inc.**

We have acted as Canadian counsel to ESSA Pharma Inc. (the "**Company**"), a company continued under the laws of British Columbia, in connection with the offer and sale by the Company of US\$48,990,000 of common shares in the capital of the Company (the "**Shares**"), inclusive of Shares issued in connection with the exercise of the overallotment option, pursuant to a Registration Statement on Form F-3 (Registration No. 333-225969) (the "**Registration Statement**"), filed by the Company on July 17, 2018 with the Securities and Exchange Commission (the "**SEC**") under the Securities Act of 1933, as amended (the "**Securities Act**"), the prospectus included in the Registration Statement (the "**Base Prospectus**"), and the prospectus supplement related to the Shares filed by the Company on July 29, 2020 with the SEC pursuant to Rule 424(b)(5) promulgated under the Securities Act (together with the Base Prospectus, the "**Prospectus**").

The offer and sale of the Shares is being made pursuant to an underwriting agreement (the "**Underwriting Agreement**"), dated as of July 28, 2020, by and between the Company and Jefferies LLC, as sole bookrunner, on behalf of a syndicate of underwriters including Oppenheimer & Co. Inc. and Bloom Burton Securities Inc.

In connection with giving this opinion, we have examined the Registration Statement (including exhibits thereto) and the Prospectus. We have also examined originals, certified or otherwise identified to our satisfaction, of such public and corporate records, certificates, instruments and other documents as we have considered necessary in order to express the opinion set out below. With respect to the accuracy of factual matters material to this opinion, we have relied upon certificates or comparable documents and representations of public officials and of officers and representatives of the Company.

In giving this opinion, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies, certified or otherwise identified to our satisfaction. We have also considered such questions of law as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed.

The opinion expressed herein is limited to matters governed by the laws of the Province of British Columbia and the laws of Canada applicable therein.

Based and relying upon and subject to the foregoing, we are of the opinion that the offer and sale of the Shares has been duly authorized by the Company and, when the Shares are issued and paid for in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and non-assessable shares in the capital of the Company.

We hereby consent to the reference to our firm under the headings "Legal Matters" and "Enforceability of Civil Liabilities" in the Prospectus and to the filing of this opinion letter as an exhibit to a Current Report on Form 6-K to be filed by the Company with the SEC for incorporation by reference into the Registration Statement. In giving this consent, we do not hereby agree that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC promulgated thereunder.

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This opinion is effective as at the date hereof and is based upon laws in effect and facts in existence as at the date hereof. We express no opinion as to the effect of future laws or judicial decisions on the subject matter hereof, nor do we undertake any duty to modify this opinion to reflect subsequent facts or developments concerning the Company or developments in the law occurring after the date hereof.

Yours truly,

*Blake, Cassels & Graydon LLP*

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## **ESSA Pharma Completes Public Offering for Aggregate Gross Proceeds of US\$48,990,000**

HOUSTON and VANCOUVER, BC, July 31, 2020 /CNW/ - ESSA Pharma Inc. ("ESSA", or the "Company") (Nasdaq: EPIX) (TSX-V: EPI), a clinical-stage pharmaceutical company focused on developing novel therapies for the treatment of prostate cancer, today announced the closing of an underwritten public offering of 7,100,000 common shares of the Company at a public offering price of US\$6.00 per share, before underwriting discounts, for an aggregate offering of approximately US\$42.6 million (the "Offering"). ESSA granted the underwriters a 30-day option to purchase up to an additional 1,065,000 common shares (the "Option"), and the underwriters exercised the Option on July 29, 2020. The proceeds to ESSA from the Offering, including the exercise of the Option, were approximately US\$45.0 million after deducting underwriting discounts and commissions (such commission being equal to 6% of the aggregate gross proceeds of the Offering) and other estimated offering expenses. Existing investors participated in the financing along with new investors Pfizer Inc. (NYSE: PFE), Avidity Partners, CAM Capital, Point72, Ridgeback Capital, Sphera Healthcare and Vivo Capital.

ESSA intends to use the net proceeds of the Offering for pre-clinical and clinical activities, chemistry, manufacturing and controls, research and development, as well as working capital and general corporate purposes. Such proceeds will primarily be used to expand the ongoing Phase 1 dose-escalation and extension studies and allow the potential for conducting multiple combination studies with EPI-7386. The proceeds are also expected to cover initial expenses of the following Phase 2 trial and allow further investment in the Company's pipeline programs. Based on current Company estimates, the net proceeds from the Offering combined with the Company's current cash reserves are expected to provide sufficient cash resources through 2023.

Jefferies acted as sole book-running manager for the Offering. Oppenheimer & Co. acted as lead manager for the Offering and Bloom Burton Securities Inc. acted as co-manager for the Offering.

The securities described above were offered by ESSA in the United States pursuant to a shelf registration statement on Form F-3 (File No. 333-225969) that was previously filed by ESSA with the Securities and Exchange Commission (the "SEC") and became effective on July 17, 2018 and in Canada pursuant to ESSA's Canadian short form base shelf prospectus (the "Canadian Base Shelf Prospectus") dated July 12, 2018 that was previously filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario.

A preliminary prospectus supplement related to the Offering was filed with the SEC on July 28, 2020, and a final prospectus supplement related to the Offering was filed with the SEC on July 29, 2020, and each are available on the SEC's website at <http://www.sec.gov>. A preliminary prospectus supplement to ESSA's Canadian Base Shelf Prospectus was also filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario on July 28, 2020 and is available at <http://www.sedar.com> and a final prospectus related to the Offering was filed with the securities regulatory authorities in each of the provinces of British Columbia, Alberta and Ontario on July 29, 2020 and is available at <http://www.sedar.com>.

### **About ESSA Pharma Inc.**

ESSA is a clinical-stage pharmaceutical company focused on developing novel and proprietary therapies for the treatment of castration-resistant prostate cancer in patients whose disease is progressing despite treatment with current therapies. The Company filed an IND with the U.S. Food and Drug Administration for EPI-7386 in the first calendar quarter of 2020 and clearance was received April 30, 2020. A Clinical Trial Application was filed with Health Canada in April 2020 and authorization was received June 3<sup>rd</sup>, 2020.

### **About Prostate Cancer**

Prostate cancer is the second-most commonly diagnosed cancer among men and the fifth most common cause of male cancer death worldwide (Globocan, 2018). Adenocarcinoma of the prostate is dependent on androgen for tumor progression and depleting or blocking androgen action has been a mainstay of hormonal treatment for over six decades. Although tumors are often initially sensitive to medical or surgical therapies that decrease levels of testosterone, disease progression despite castrate levels of testosterone generally represents a transition to the lethal variant of the disease, mCRPC, and most patients ultimately succumb to the illness. The treatment of mCRPC patients has evolved rapidly over the past five years. Despite these advances, additional treatment options are

needed to improve clinical outcomes in patients, particularly those who fail existing treatments including abiraterone or enzalutamide, or those who have contraindications to receive those drugs. Over time, patients with mCRPC generally experience continued disease progression, worsening pain, leading to substantial morbidity and limited survival rates. In both in vitro and in vivo animal studies, ESSA's novel approach to blocking the androgen pathway has been shown to be effective in blocking tumor growth when current therapies are no longer effective.

#### **Forward-Looking Statement Disclaimer**

This release contains certain information which, as presented, constitutes "forward-looking information" within the meaning of the Private Securities Litigation Reform Act of 1995 and/or applicable Canadian securities laws. Forward-looking information involves statements that relate to future events and often addresses expected future business and financial performance, containing words such as "anticipate", "believe", "plan", "estimate", "expect", and "intend", statements that an action or event "may", "might", "could", "should", or "will" be taken or occur, or other similar expressions and includes, but is not limited to, the timing and enrollment of a Phase 1 study of EPI-7386, future presentations with respect to EPI-7386 and the content thereof, other statements surrounding the Company's clinical evaluation of EPI-7386, the Company's current cash reserves and the anticipated use of proceeds from the Offering.

Forward-looking statements and information are subject to various known and unknown risks and uncertainties, many of which are beyond the ability of ESSA to control or predict, and which may cause ESSA's actual results, performance or achievements to be materially different from those expressed or implied thereby. Such statements reflect ESSA's current views with respect to future events, are subject to risks and uncertainties and are necessarily based upon a number of estimates and assumptions that, while considered reasonable by ESSA as of the date of such statements, are inherently subject to significant medical, scientific, business, economic, competitive, political and social uncertainties and contingencies. In making forward looking statements, ESSA may make various material assumptions, including but not limited to (i) the accuracy of ESSA's financial projections; (ii) obtaining positive results of clinical trials; (iii) obtaining necessary regulatory approvals; and (iv) general business, market and economic conditions.

Forward-looking information is developed based on assumptions about such risks, uncertainties and other factors set out herein and in ESSA's Annual Report on Form 20-F dated December 19, 2019 under the heading "Risk Factors", a copy of which is available on ESSA's profile on the SEDAR website at [www.sedar.com](http://www.sedar.com), ESSA's profile on EDGAR at [www.sec.gov](http://www.sec.gov), and as otherwise disclosed from time to time on ESSA's SEDAR profile. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date that statements are made and ESSA undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable Canadian and United States securities laws. Readers are cautioned against attributing undue certainty to forward-looking statements.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

View original content:<http://www.prnewswire.com/news-releases/essa-pharma-completes-public-offering-for-aggregate-gross-proceeds-of-us48-990-000--301103940.html>

SOURCE ESSA Pharma Inc

View original content: <http://www.newswire.ca/en/releases/archive/July2020/31/c5143.html>

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**For further information:** Company, Peter Virsik, Chief Operating Officer, ESSA Pharma Inc., Contact: (778) 331-0962; Investor Relations, Alan Lada, Solebury Trout, Contact: (617) 221-8006, Email: [alada@soleburytrout.com](mailto:alada@soleburytrout.com)

CO: ESSA Pharma Inc

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