
**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): April 1, 2015

ZIOPHARM Oncology, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33038
(Commission
File Number)

84-1475672
(IRS Employer
Identification No.)

One First Avenue, Parris Building 34, Navy Yard Plaza
Boston, Massachusetts
(Address of Principal Executive Offices)

02129
(Zip Code)

(617) 259-1970
(Registrant's telephone number, including area code)

Not applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K 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)).
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Item 8.01 Other Events

On April 1, 2015, ZIOPHARM Oncology, Inc., or the Company, filed a prospectus supplement to its registration statement on Form S-3ASR (File No. 333-201826) covering the resale of 11,722,163 shares of the Company's common stock, or the Shares, that were originally issued to The Board of Regents of the University of Texas System in connection with that certain license agreement by and among the Company, Intrexon Corporation and The University of Texas System Board of Regents on behalf of The University of Texas M.D. Anderson Cancer Center.

In connection with the resale of the Shares, the Company is filing the opinion of Cooley LLP as exhibit 5.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (included in Exhibit 5.1 above)

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.

ZIOPHARM Oncology, Inc.

By: /s/ Kevin G. Lafond

Name: Kevin G. Lafond

Title: Vice President Finance, Chief Accounting Officer and Treasurer

Date: April 1, 2015

INDEX OF EXHIBITS

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5.1	Opinion of Cooley LLP
23.1	Consent of Cooley LLP (included in Exhibit 5.1 above)



Marc A. Recht
 T: (617) 937-2323
 mrecht@cooley.com

April 1, 2015

ZIOPHARM Oncology, Inc.
 One First Avenue, Parris Building 34, Navy Yard Plaza
 Boston, Massachusetts 02129

Ladies and Gentlemen:

We have acted as counsel to ZIOPHARM Oncology, Inc., a Delaware corporation (the “**Company**”), with respect to certain matters in connection with the sale by the selling stockholder (the “**Selling Stockholder**”) named in the Prospectus Supplement (as defined below) of up to 11,722,163 shares of the Company’s Common Stock, \$0.001 par value per share (the “**Shares**”), pursuant to the Registration Statement on Form S-3 (the “**Registration Statement**”) filed with the Securities and Exchange Commission (the “**Commission**”) under the Securities Act of 1933, as amended (the “**Act**”), on February 2, 2015 (File No. 333-201826), the related prospectus included in the Registration Statement (the “**Base Prospectus**”) and the prospectus supplement relating to the offer and sale of the Shares filed with the Commission on April 1, 2015, pursuant to Rule 424(b) promulgated under the Act (the “**Prospectus Supplement**” and, together with the Base Prospectus, the “**Prospectus**”).

In connection with this opinion, we have examined and relied upon the Registration Statement and the Prospectus, the Company’s Certificate of Incorporation and Bylaws, as currently in effect, and the originals, or copies certified to our satisfaction, of such records, documents, certificates, opinions, memoranda and other instruments as in our judgment are necessary or appropriate to enable us to render the opinion expressed below. As to certain factual matters, we have relied upon a certificate of an officer of the Company and have not independently sought to verify such matters.

In rendering this opinion, we have assumed the genuineness and authenticity of all signatures on original documents; the authenticity of all documents submitted to us as originals; the conformity to originals of all documents submitted to us as copies; and the accuracy, completeness and authenticity of certificates of public officials. Our opinion herein is expressed solely with respect to the General Corporation Law of the State of Delaware.

On the basis of the foregoing and in reliance thereon, and subject to the qualifications herein stated, we are of the opinion that the Shares have been validly issued and are fully paid and non-assessable.

We hereby consent to the reference to our firm under the caption “Legal Matters” in the Prospectus, the filing of this opinion as an exhibit to a current report of the Company on Form 8-K and the incorporation by reference of this opinion in the Registration Statement. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes in the facts stated or assumed herein or of any subsequent changes in applicable law.

Sincerely,

COOLEY LLP

By: /s/ Marc A. Recht

Marc A. Recht

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