

**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): **May 1, 2014**

Vical Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-21088
(Commission File Number)

93-0948554
(IRS Employer
Identification No.)

10390 Pacific Center Court
San Diego, California
(Address of principal executive offices)

92121-4340
(Zip Code)

Registrant's telephone number, including area code: **(858) 646-1100**

Not Applicable
(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))

Item 2.02. Results of Operations and Financial Condition.

On May 1, 2014, Vical Incorporated issued a press release announcing, among other things, its unaudited financial results for the three months ended March 31, 2014. A copy of the press release is attached as Exhibit 99.1 to this Current Report.

The information in this Item 2.02, and Exhibit 99.1 attached hereto, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, 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, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release issued by Vical Incorporated on May 1, 2014.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Vical Incorporated

Date: May 1, 2014

By: /s/ VIJAY B. SAMANT
Vijay B. Samant
Chief Executive Officer

INDEX TO EXHIBITS

Exhibit No.	Description
99.1	Press release issued by Vical Incorporated on May 1, 2014

Vical Reports First Quarter 2014 Financial Results and Progress in Key Development Programs

SAN DIEGO, May 1, 2014 (GLOBE NEWSWIRE) -- Vical Incorporated (Nasdaq:VICL) today reported financial results for the quarter ended March 31, 2014. The net loss for the first quarter of 2014 was \$3.5 million, or \$0.04 per share, compared with a net loss of \$9.3 million, or \$0.11 per share, for the first quarter of 2013. Revenues for the first quarter of 2014 were \$2.4 million, compared with revenues of \$1.6 million for the first quarter of 2013, reflecting higher payments from Astellas Pharma Inc. under an exclusive worldwide license of ASP0113, Vical's therapeutic vaccine designed to control cytomegalovirus (CMV) reactivation in transplant recipients.

Vical had cash and investments of approximately \$52.9 million at March 31, 2014. The company's net cash use for the first quarter of 2014 was \$2.5 million which reflects the advancement of the Company's clinical programs and its ongoing efforts to manage its operating expenses. The net cash use for the first quarter was consistent with the company's prior guidance for the full year.

Program highlights include:

Herpes Simplex Vaccine

- Enrollment in the Company's Phase 1/2 trial of its Vaxfectin™-formulated therapeutic vaccine for herpes simplex virus type 2 (HSV-2), a cause of genital herpes, is on schedule with the first two dose escalation cohorts fully enrolled. The 156 subject randomized, double-blind, placebo-controlled trial will evaluate safety, tolerability and efficacy in otherwise healthy HSV-2-infected patients aged 18 to 50 years at seven U.S. clinical sites.

ASP0113 CMV Vaccine

- Development of ASP0113, the first therapeutic CMV vaccine to reach Phase 3 testing, continues according to plan. The vaccine has Orphan Drug designations in the U.S. and Europe. Astellas, with Vical's assistance, is currently conducting four clinical trials of ASP0113: a multinational Phase 3 registration trial in approximately 500 hematopoietic stem cell transplant (HCT) recipients, a multinational Phase 2 trial in approximately 140 kidney transplant recipients, a Phase 2 trial in HCT recipients in Japan, and a Phase 1 pharmacokinetics and immunogenicity trial in dialysis patients in the U.S. Astellas completed enrollment in the Japanese Phase 2 HCT study in February 2014. Interim safety data reviewed by the Safety Review Committee supported the inclusion of Japanese HCT recipients in the global Phase 3 HCT study.

Conference Call

Vical will conduct a conference call and webcast today, May 1, at noon Eastern Time, to discuss the company's financial results and program updates with invited participants. The call and webcast are open on a listen-only basis to any interested parties. To listen to the conference call, dial in approximately ten minutes before the scheduled call to (719) 325-2354 (preferred), or (888) 427-9411 (toll-free), and reference confirmation code 1773378. A replay of the call will be available for 48 hours beginning about two hours after the call. To listen to the replay, dial (719) 457-0820 (preferred) or (888) 203-1112 (toll-free) and enter replay passcode 1773378. The call also will be available live and archived through the events page at www.vical.com. For further information, contact Vical's Investor Relations department by phone at (858) 646-1127 or by e-mail at ir@vical.com.

About Vical

Vical researches and develops biopharmaceutical products based on its patented DNA delivery technologies for the prevention and treatment of serious or life-threatening diseases. Potential applications of the company's DNA delivery technology include DNA vaccines for infectious diseases, in which the expressed protein is an immunogen; and cardiovascular therapies, in which the expressed protein is an angiogenic growth factor. The company is developing certain infectious disease vaccines internally. In addition, the company collaborates with major pharmaceutical companies and biotechnology companies that give it access to complementary technologies or greater resources. These strategic partnerships provide the company with mutually beneficial opportunities to expand its product pipeline and address significant unmet medical needs. Additional information on Vical is available at www.vical.com.

Forward-Looking Statements

This press release contains forward-looking statements subject to risks and uncertainties that could cause actual results to differ materially from those projected. Forward-looking statements include net cash use guidance, as well as anticipated developments in independent and collaborative programs, including the initiation of clinical trials. Risks and uncertainties include whether Vical or others will continue development of ASP0113, Vical's HSV-2 vaccine or any other independent or collaborative programs; whether Vical will achieve levels of revenues and control expenses to meet its financial projections; whether any product candidates will be shown to be safe and efficacious in clinical trials; the timing of clinical trials; whether Vical or its collaborative partners will seek or gain approval to market any product candidates; and additional risks set forth in the company's filings with the Securities and Exchange Commission. These forward-looking statements represent the company's judgment as of the date of this release. The company disclaims, however, any intent or obligation to update these forward-looking statements.

VICAL INCORPORATED

Selected Condensed Financial Information (Unaudited)

Statements of Operations	Three Months Ended	
	March 31,	
	2014	2013
(in thousands, except per share amounts)		
Revenues:		
Contract and grant revenue	\$ 2,118	\$ 1,136
License and royalty revenue	329	438
Total revenues	2,447	1,574
Operating expenses:		
Research and development	2,146	3,650
Manufacturing and production	1,515	3,713
General and administrative	2,269	3,518
Total operating expenses	5,930	10,881
Loss from operations	(3,483)	(9,307)
Net investment and other income (expense)	28	25
Net loss	<u>\$ (3,455)</u>	<u>\$ (9,282)</u>
Basic and diluted net loss per share	<u>\$ (0.04)</u>	<u>\$ (0.11)</u>
Weighted average shares used in computing basic and diluted net loss per share	<u>87,110</u>	<u>86,638</u>

Balance Sheets	March 31, December 31,	
	2014	2013
(in thousands)		
Assets:		
Cash, cash equivalents, and marketable securities, including restricted	\$ 50,971	\$ 53,497
Other current assets	4,377	4,590
Total current assets	55,348	58,087
Long-term investments	1,968	1,980
Property and equipment, net	3,548	3,935
Other assets	2,402	2,351
Total assets	<u>\$ 63,266</u>	<u>\$ 66,353</u>
Liabilities and stockholders' equity:		
Current liabilities	\$ 3,333	\$ 3,653
Long-term liabilities	1,185	1,288
Stockholders' equity	58,748	61,412
Total liabilities and stockholders' equity	<u>\$ 63,266</u>	<u>\$ 66,353</u>

CONTACT: Andrew Hopkins
(858) 646-1127
Website: www.vical.com

Anthony Ramos
Vice President and Chief Accounting Officer