

XENOMICS INC  
Form 8-K  
July 26, 2006

**UNITED STATES**

# SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

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## 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 20, 2006**

## Xenomics, Inc.

(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction  
of incorporation or organization)

**04-3721895**

IRS Employer  
Identification No.)

**420 Lexington Avenue, Suite 1701**

**New York, New York 10170**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(212) 297-0808**

(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 communication 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 3.02 Unregistered Sales of Equity Securities.**

## Edgar Filing: XENOMICS INC - Form 8-K

On July 20, 2006, Xenomics, Inc. (the Company ) sold 640,000 shares of common stock and 320,000 warrants to purchase common stock (the Warrants ) to a single overseas investor for aggregate gross proceeds of \$800,000. The Warrants are exercisable at \$2.00 per share for three years from the date of issuance. The Company paid \$80,000 in selling commissions to a selling agent. In addition, the Company issued 83,200 Warrants to the selling agent. In connection with the offer and sale of securities to the investor, the Company relied on the exemption from registration provided by Regulation S promulgated under the Securities Act of 1933, as amended.

### **Item 9.01 Financial Statements and Exhibits**

#### (c) Exhibits.

4.1 Form of Warrant to purchase Common Stock.

10.1 Form of Securities Purchase Agreement.

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**SIGNATURE**

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.

Dated: July 26, 2006

XENOMICS, INC.

By:

/s/ Frederick Larcombe  
Frederick Larcombe  
Chief Financial Officer