

MEDICAL TRANSCRIPTION BILLING, CORP
Form 8-A12B/A
October 19, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

Amendment No. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

Pursuant to Section 12(b) OR (g) OF THE

Securities Exchange Act of 1934

MEDICAL TRANSCRIPTION BILLING, CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

22-3832302

(I.R.S. Employer Identification No.)

7 Clyde Road, Somerset, New Jersey, 08873

(Address of principal executive offices, zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

| <u>Title of each class to be so registered</u> | <u>Name of each exchange on which each class is to be registered</u> |
|---|--|
| 11% Series A Cumulative Redeemable Perpetual Preferred Stock | NASDAQ Capital Market |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-205664

Securities to be registered pursuant to Section 12(g) of the Act: None

Explanatory Note

This Amendment No. 1 amends the registration statement on Form 8-A (File No. 001-36529) of Medical Transcription Billing, Corp., (the “Registrant”) filed with the Securities and Exchange Commission (the “Commission”) on September 17, 2015 in order to (i) update Item 1 to incorporate by reference the Registrant’s Prospectus included in the Registrant’s registration statement on Form S-1/A (File No. 333-205664), as filed with the Commission on October 19, 2015, and (ii) update Item 2 of the registration statement to incorporate certain additional exhibits by reference.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant’s Securities to be Registered

The securities to be registered hereby are the 11% Series A Cumulative Redeemable Perpetual Preferred Stock (the “Series A Preferred Stock”) of the Registrant. The description of the Series A Preferred Stock is contained in the section captioned “Description of the Series A Preferred Stock” in the Registrant’s Prospectus (the “Prospectus”) included in the Registrant’s registration statement on Form S-1/A (File No. 333-205664), as filed with the Commission on October 19, 2015. The foregoing Prospectus is incorporated herein by reference.

Item 2. Exhibits

Exhibit No. Description

3.1 Amended and Restated Certificate of Incorporation of the Registrant, as currently in effect (filed as Exhibit 3.1 to the Registrant’s Amendment No. 1 to Form S-1 filed on September 4, 2015, and incorporated herein by reference).

3.2 By-laws of the Registrant (filed as Exhibit 3.2 to the Registrant’s Amendment No. 1 to Form S-1 filed on April 7, 2014, and incorporated herein by reference).

3.3 Form of Certificate of Designations of the 11% Series A Cumulative Redeemable Perpetual Preferred Stock (filed as Exhibit 3.3 to the Registrant’s Amendment No. 2 to Form S-1 filed on October 19, 2015, and incorporated herein by reference).

4.1 Form of common stock certificate of the Registrant (filed as Exhibit 4.1 to the Registrant's Amendment No. 2 to Form S-1 filed on May 7, 2014, and incorporated herein by reference).

Form of stock certificate of the 11% Series A Cumulative Redeemable Perpetual Preferred Stock (filed as Exhibit 4.24.2 to the Registrant's Amendment No. 2 to Form S-1 filed on October 19, 2015, and incorporated herein by reference).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Medical Transcription Billing, Corp.

Date: October 19, 2015 By: /s/ Mahmud Haq
Mahmud Haq
Chairman of the Board and Chief Executive Officer