

Trovogene, Inc.
Form 8-K
June 01, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 31, 2018

Trovogene, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35558
(Commission
File Number)
11055 Flintkote Avenue

27-2004382
IRS Employer
Identification No.)

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San Diego, CA 92121

(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 952-7570

(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 31, 2018, Trovogene, Inc. (the Company) filed an amendment (the Amendment) to its amended and restated certificate of incorporation to effectuate a reverse stock split of the Company s common stock, par value \$0.0001 per share. Pursuant to the reverse stock split, at the effective time of 12:01 a.m. on June 1, 2018, twelve (12) shares of common stock issued and outstanding were combined into one (1) validly issued, fully paid and non-assessable share of common stock. The par value per share remains the same. The Amendment provides that no fractional shares will be issued; the Company will round up to the next whole share.

The reverse split ratio selected by the Board of Directors was selected pursuant to the authority granted to the Board of Directors by stockholders at the 2018 Annual Meeting held on May 30, 2018. A copy of the Amendment filed with the Secretary of State of the State of Delaware is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On May 31, 2018, the Company issued a press release announcing a reverse split of its common stock, \$0.0001 par value, at a ratio of 1 for 12, effective June 1, 2018. The Company s common stock will begin trading on a split-adjusted basis when the markets open on June 4, 2018 under the existing trading symbol TROV. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

- 3.1 Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Trovogene, Inc. dated May 31, 2018.
- 99.1 Press Release of Trovogene, Inc. dated May 31, 2018

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: June 1, 2018

TROVAGENE, INC.

By: /s/ William J. Welch
William J. Welch
President and Chief Executive Officer