

Lightwave Logic, Inc.  
Form 8-K  
June 15, 2015

**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): **June 15, 2015**

**Lightwave Logic, Inc.**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of  
Incorporation or Organization)

**0-52567**  
(Commission File Number)

**82-049-7368**  
(I.R.S. Employer  
Identification No.)

**1831 Lefthand Circle, Suite C, Longmont, CO**  
(Address of principal executive offices)

**80501**  
(Zip Code)

Registrant's telephone number, including area code: **(720) 340-4949**

(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:

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- “ 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 1.01 Entry into a Material Definitive Agreement.**

See Item 3.02 below.

**Item 3.02 Unregistered Sales of Equity Securities.**

On June 15, 2015 (the Closing Date ), Lightwave Logic, Inc., a Nevada corporation (the Company ) completed a private placement offering solely to accredited investors of units, with each unit consisting of 147,060 shares of the Company's common stock, par value \$0.001 per share ( Common Stock ) and a warrant (each, a Warrant ) to purchase 73,530 shares of Common Stock at \$0.85 per share and 73,530 shares of Common Stock at \$1.02 per share (each, a Unit ), for \$100,000 per Unit, or approximately \$0.68 per share of Common Stock. In total, the Company sold 20.15 Units for total proceeds to the Company in the offering equal to \$2,015,000. Immediately prior to the commencement of the offering, the Company had 58,405,704 shares issued and outstanding, and after the issuance of 2,963,259 shares in the aggregate pursuant to the offering, or 5.07% of the total issued and outstanding immediately prior to the commencement of such offering, the Company has 61,368,963 shares issued and outstanding as of the date of this Report. The Company sold 2,963,259 Warrants in the offering, which, for the avoidance of any doubt, were a part of the Units sold.

In connection with the offering, each investor executed a subscription agreement in the form of Exhibit 10.1 attached hereto, as applicable. The subscription agreement contains registration rights whereby the Company shall, within sixty (60) calendar days from the Closing Date, register the Common Stock and the shares of Common Stock underlying the Warrants by filing a registration statement with the Securities and Exchange Commission. The Warrants shall expire on the fifth (5th) anniversary of the date of subscription, and the form of Warrant is attached hereto as Exhibit 10.2. The offering was made directly by the Company and no underwriter or placement agent was engaged by the Company. The Company expects to use 60% of the proceeds from the offering for research and development and 40% for working capital purposes.

A copy of the press release announcing the completion of the offering is attached to this Current Report on Form 8-K as Exhibit 99.1.

The foregoing descriptions of the offering does not purport to be complete, and is qualified in its entirety by reference to the form of subscription agreement attached hereto as Exhibit 10.1, and the form of Warrant attached hereto as Exhibit 10.2, each of which are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(a)

Not applicable.

(b)

Not applicable.

(c)

Not applicable.

(d)

Exhibits:

| <b>EXHIBIT NO.</b> | <b>DESCRIPTION</b>                 | <b>LOCATION</b>   |
|--------------------|------------------------------------|-------------------|
| <u>10.1</u>        | Form of Subscription Agreement     | Provided herewith |
| <u>10.2</u>        | Form of Warrant                    | Provided herewith |
| <u>99.1</u>        | Press Release, dated June 15, 2015 | Provided herewith |

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**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.

Dated: June 15, 2015

**LIGHTWAVE LOGIC, INC.**

|        |                                       |
|--------|---------------------------------------|
| By:    | <i>/s/ James S. Marcelli</i>          |
| Name:  | James S. Marcelli                     |
| Title: | President and Chief Operating Officer |