

Trovogene, Inc.
Form DEFA14A
January 31, 2019

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): January 31, 2019

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.)

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

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 January 31, 2019, Trovogene, Inc. (the Company) filed an Amendment to its Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock (the Series C Preferred Stock) with the Secretary of State of the State of Delaware pursuant to which the voting rights of the Series C Preferred Stock were limited.

Item 8.01 Other Events.

On November 15, 2018, the Company announced that the Nasdaq Hearings Panel (the Panel) had granted the Company s request for continued listing on The Nasdaq Capital Market, subject to the Company evidencing a closing bid price of at least \$1.00 per share for a minimum of 10 consecutive trading days on or before January 31, 2019. The Panel has since granted the Company an extension of the January 31, 2019 date through March 6, 2019 to evidence compliance with the minimum bid price requirement. The Company is taking definitive steps to timely evidence compliance with the terms of the Panel s decision, including by seeking shareholder approval for the implementation of a reverse stock split; however, there can be no assurance that the Company will be able to do so.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 Amendment to Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock.

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: January 31, 2019

TROVAGENE, INC.

By: /s/ Thomas Adams
Thomas Adams
Chief Executive Officer