

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**

(Amendment No. 1)

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 19, 2016**

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**Interpace Diagnostics Group, Inc.**  
(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-24249**  
(Commission  
File Number)

**22-2919486**  
(IRS Employer  
Identification No.)

**Morris Corporate Center 1, Building A**  
**300 Interpace Parkway**  
**Parsippany, NJ 07054**  
(Address, including zip code, of Principal Executive Offices)

**(855) 776-6419**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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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 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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## Explanatory Note

This Amendment No. 1 on Form 8-K/A (this “Form 8-K/A”) is an amendment to the Current Report on Form 8-K filed by Interpace Diagnostics Group, Inc. on December 19, 2016 (the “Original 8-K”). This Form 8-K/A is being filed to correct a typographical error in the press release filed as Exhibit 99.1 to the Original 8-K (the “Exhibit”) and to make a change to the approximate amount of gross proceeds. As previously filed, the Exhibit reflected the incorrect title of the press release. Other than those changes, no other changes have been made to the Original 8-K.

### Item 7.01 Regulation FD Disclosure.

On December 19, 2016, the Company issued a press release announcing a registered direct offering with gross proceeds of approximately \$1.9 million, as described in Item 1.01 of the Original 8-K. The full text of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated into this Item 7.01 by reference. This information is not deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and is not incorporated by reference into any Securities Act registration statements.

### Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated December 19, 2016

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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.

Interpace Diagnostics Group, Inc.

By: /s/ Jack E. Stover

Name: Jack E. Stover

Title: President and Chief Executive Officer

Date: December 19, 2016

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1 Press Release dated December 19, 2016



## **Interpace Diagnostics Announces \$1.9 Million Registered Direct Offering of Common Stock**

PARSIPPANY, N.J., Dec. 19, 2016 -- Interpace Diagnostics Group, Inc. (IDXG) (“Interpace” or the “Company”), a company that provides clinically useful molecular diagnostic tests and pathology services, today announced that it has entered into a securities purchase agreement with a single institutional investor to purchase 2,000,000 shares of common stock at a price of \$0.53 per share and 1,600,000 pre-funded warrants to purchase common stock, at a purchase price of \$0.52 per share, with \$0.01 per share payable upon exercise of each pre-funded warrant, in a registered direct offering with gross proceeds of approximately \$1.9 million. The offering is expected to close on or about December 22, 2016, subject to the satisfaction of customary closing conditions.

Maxim Group LLC acted as exclusive placement agent for the offering.

After deducting the placement agent’s commission and other estimated offering expenses payable by Interpace, the net proceeds to Interpace are anticipated to be approximately \$1.7 million. Interpace intends to use the net proceeds of the offering for working capital, repayment of indebtedness and general corporate purposes.

The securities described above are being offered under the Company’s shelf registration statement on Form S-3 (No. 333-207263), including a base prospectus, previously filed with and declared effective by the U.S. Securities and Exchange Commission (SEC). The securities will be offered by means of a prospectus supplement and accompanying prospectus, forming a part of the effective registration statement. The prospectus supplement and accompanying prospectus related to the offering will be filed with the SEC and will be available on the website of the SEC at <http://www.sec.gov>. Electronic copies of the prospectus supplement and accompanying prospectus also may be obtained from Maxim Group LLC, 405 Lexington Avenue, 2nd Floor, New York, NY 10174, at 212-895-3745. Before you invest, you should read the preliminary prospectus supplement and the accompanying prospectus in that registration statement and other documents Interpace has filed or will file with the SEC for more complete information about Interpace and the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such jurisdiction.

### **About Interpace Diagnostics Group, Inc.**

Interpace provides clinically useful molecular diagnostic tests and pathology services for evaluating risk of cancer by leveraging the latest technology in personalized medicine for better patient diagnosis and management. The Company currently has three commercialized molecular tests: PancreGen®, for the evaluation of pancreatic cysts and assessment of risk of concomitant or subsequent cancer; ThyGenX®, for the diagnosis of thyroid cancer from thyroid nodules utilizing a next generation sequencing assay; and ThyraMIR®, for the diagnosis of thyroid cancer from thyroid nodules utilizing a proprietary gene expression assay. Interpace’s mission is to provide personalized medicine through molecular diagnostics and innovation to advance patient care based on rigorous science.

Morris Corporate Center 1, Building A, 300 Interpace Parkway, Parsippany, New Jersey 07054  
Phone: 862-207-7800 • Toll Free: 800-242-7494 • [www.interpacediagnostics.com](http://www.interpacediagnostics.com)

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## **FORWARD-LOOKING STATEMENTS:**

*This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, relating to the Company's future financial and operating performance. The Company has attempted to identify forward looking statements by terminology including "believes," "estimates," "anticipates," "expects," "plans," "projects," "intends," "potential," "may," "could," "might," "will," "should," "approximately" or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. These statements are based on current expectations, assumptions and uncertainties involving judgments about, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the Company's control. These statements also involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results to be materially different from those expressed or implied by any forward-looking statement. Known and unknown risks, uncertainties and other factors include, but are not limited to, the Company's ability to adequately finance the business, its ability to restructure its debt and other obligations, its ability to find a buyer of its assets, the market's acceptance of its molecular diagnostic tests, its ability to secure additional business and generate higher profit margins through sales of its molecular diagnostic tests, in-licensing or other means, projections of future revenues, growth, gross profit and anticipated internal rate of return on investments. Additionally, all forward-looking statements are subject to the risk factors detailed from time to time in the Company's periodic filings with the SEC, including without limitation, the Annual Report on Form 10-K filed with the SEC on March 30, 2016, as amended on April 29, 2016 and June 14, 2016, and the Quarterly Report on Form 10-Q filed with the SEC on November 17, 2016. Because of these and other risks, uncertainties and assumptions, undue reliance should not be placed on these forward-looking statements. In addition, these statements speak only as of the date of this press release and, except as may be required by law, the Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.*

## **CONTACTS:**

Interpace Diagnostics  
Investor Relations:  
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