

**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): December 28, 2016

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

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)

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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Item 3.03. Material Modification to Rights of Security Holders.

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

As previously announced, the stockholders of Interpace Diagnostics Group, Inc. (the “Company”) had authorized the Board of Directors of the Company (the “Board”), in its discretion, to amend the Company’s Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to effect a reverse split of the Company’s common stock, par value \$0.01 (the “Common Stock”), at a ratio of between one-for-five (1:5) and one-for-thirty (1:30), with such ratio to be determined by the Board. The Board determined to set the reverse stock split ratio at one-for-ten (1:10) (the “Reverse Stock Split”) and approved the final form of Certificate of Amendment to the Certificate of Incorporation to effectuate the Reverse Stock Split (the “Certificate of Amendment”). The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on December 28, 2016, and the Reverse Stock Split became effective in accordance with the terms of the Certificate of Amendment at 5:00 p.m. Eastern Standard Time on December 28, 2016 (the “Effective Time”).

At the Effective Time, every 10 shares of Common Stock issued and outstanding were automatically combined into one share of issued and outstanding Common Stock, without any change in the par value per share.

Fractional shares will not be issued as a result of the Reverse Stock Split; instead, holders of pre-Reverse Stock Split shares of the Company’s Common Stock, who otherwise would have been entitled to receive a fractional share as a result of the Reverse Stock Split, will receive a cash payment in lieu of fractional shares to which they would otherwise be entitled on a post-Reverse Stock Split share basis for such fractional interests upon the surrender to American Stock Transfer and Trust Company, LLC, the Exchange Agent, of certificates representing such shares.

American Stock Transfer and Trust Company, LLC is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record who hold stock certificates regarding the exchange of certificates for Common Stock. Stockholders who hold their shares in brokerage accounts or “street name” are not required to take any action to effect the exchange of their shares following the Reverse Stock Split.

The Common Stock is expected to begin trading on The NASDAQ Capital Market on a Reverse Stock Split-adjusted basis on December 29, 2016. There will be no change in the Company’s NASDAQ ticker symbol, “IDXG,” as a result of the Reverse Stock Split. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock has been changed to 46062X 204.

The Reverse Stock Split resulted in a proportionate adjustment to the per share exercise price and the number of shares of Common Stock issuable upon the exercise of outstanding stock options and warrants, as well as the number of shares of Common Stock eligible for issuance under the Company’s Amended and Restated 2004 Stock Award and Incentive Plan.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment that effectuated the Reverse Stock Split, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 8.01. Other Events.

On December 28, 2016, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

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|------|--|
| 3.1 | Certificate of Amendment of Certificate of Incorporation |
| 99.1 | Press release dated December 28, 2016 |



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.

Date: December 28, 2016

By: /s/ Jack E. Stover

Name: Jack E. Stover

Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment of Certificate of Incorporation
99.1	Press release dated December 28, 2016

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
INTERPACE DIAGNOSTICS GROUP, INC.**

INTERPACE DIAGNOSTICS GROUP, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: At the Effective Time, as defined below, of this Certificate of Amendment pursuant to Section 242 of the General Corporation Law of the State of Delaware, each ten (10) shares of the Corporation's common stock, par value \$.01 per share, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of common stock, par value \$.01 per share (the "New Common Stock"), subject to the treatment of fractional share interests as described below (the "reverse stock split"). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of the reverse stock split shall be entitled to receive a cash payment in lieu of any fractional share created as a result of such reverse stock split equal to (i) the average closing price of the Old Common Stock as reported by The NASDAQ Capital Market for the five trading days immediately preceding the effective date of the reverse stock split by (ii) the amount of the fractional share.

SECOND: The foregoing amendment shall be effective at 5:00 p.m. (EST) on December 28, 2016 (the "Effective Time").

THIRD: That the stockholders of the Corporation have duly approved the foregoing amendment in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 28th day of December, 2016.

INTERPACE DIAGNOSTICS GROUP, INC.

By: /s/ Jack E. Stover

Name: Jack E. Stover

Title: Chief Executive Officer



Interpace Diagnostics Group Announces 1-for-10 Reverse Split

PARSIPPANY, NJ, December 28, 2016 -- Interpace Diagnostics Group, Inc. (the "Company" or "Interpace Diagnostics") (NASDAQ: IDYG), a company that provides clinically useful molecular diagnostic tests and pathology services for evaluating risks of cancer, announced today that as of 5:00 p.m., Eastern Time, on December 28, 2016 it will effect a 1-for-10 reverse stock split of its outstanding common stock, which will be effective for trading purposes as of the commencement of trading on Thursday, December 29, 2016.

At the Annual Meeting of Stockholders held on August 3, 2016 the reverse stock split was approved by the Company's stockholders to be effected at the Board's discretion within the approved parameters and the specific ratio was subsequently approved by the Company's Board. The reverse stock split is intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The NASDAQ Capital Market although the Company anticipates a NASDAQ hearing and no assurance can be given that continued listing will occur. Trading of the Company's common stock on The NASDAQ Capital Market will continue, on a post-split basis, with the opening of the markets on Thursday, December 29, 2016, under the existing trading symbol "IDYG" and under new CUSIP number 46062X 204. The reverse stock split reduces the number of shares of the Company's common stock outstanding from approximately 20.2 million shares of common stock pre-reverse split to approximately 2.0 million shares of common stock post-reverse split. The number of outstanding options and warrants will be adjusted accordingly, with outstanding common stock options and restricted stock units being reduced from approximately 2.2 million to approximately 218,000 and the number of warrants being reduced from 1.6 million warrants to 160,000 warrants. The number of authorized shares of common stock and the par value per share will remain unchanged.

As a result of the reverse stock split, every 10 shares of the Company's pre-reverse split common stock will be combined and reclassified into one share of common stock. Proportionate voting rights and other rights of common stockholders will not be affected by the reverse stock split. No fractional shares of common stock will be issued as a result of the reverse stock split and instead holders will receive a cash payment in lieu of fractional shares to which they would otherwise be entitled.

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After the effective time of the reverse stock split, stockholders with shares held in certificate form will receive a Letter of Transmittal and instructions from Interpace Diagnostics' transfer agent, American Stock Transfer & Trust LLC (AST). Stockholders that hold shares in book-entry form or hold their shares in brokerage accounts are not required to take any action and will see the impact of the reverse stock split reflected in their accounts. Beneficial holders of Interpace Diagnostics' common stock are encouraged to contact their bank, broker, custodian or other nominee with questions regarding procedures for processing the reverse stock split.

Additional information about the reverse stock split can be found in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission (SEC) on June 22, 2016, and in the Company's Form 8-K filed with the SEC on December 28, 2016, copies of which is available at www.sec.gov or at the Company's website at www.interpacediagnostics.com.

"This decision has been made in consultation with advisors and our Board of Directors and we believe the resulting increase in share price will broaden the appeal of our shares to investors, particularly institutional stockholders. Furthermore, the management and Board of Directors feel strongly that The NASDAQ Capital Market stock exchange is the most beneficial and appropriate exchange on which the Company's shares should trade and this reverse split should assist us in resolving the minimum trading price issue, allowing us to work to meet the continuing listing requirements," said Jack E. Stover, President & CEO of Interpace Diagnostics.

About Interpace Diagnostics Group Inc.

Interpace Diagnostics is a company that 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 diagnosis and prognosis of pancreatic cancer from pancreatic cysts; 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 Diagnostics' mission is to provide personalized medicine through molecular diagnostics and innovation to advance patient care based on rigorous science.

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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 our 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, our ability to adequately finance the business, our ability to restructure our debt and other obligations, our ability to meet our obligations as they become due, the market's acceptance of our molecular diagnostic tests; our ability to secure additional business and generate higher profit margins through sales of our 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 Securities and Exchange Commission (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.

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