

**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): March 22, 2017**

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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)

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 March 23, 2017 (the “Original 8-K”). This Form 8-K/A is being filed to reflect certain changes to the terms of a note described in the Original 8-K to address a drafting error.

### Item 1.01. Entry into a Material Definitive Agreement

On March 31, 2017, Interpace Diagnostics Group, Inc., a Delaware corporation (the “Company”), entered into a waiver agreement (the “Waiver Agreement”), with the holder (the “Holder”) of the Company’s Senior Secured Convertible Note (as described in the Original 8-K). Pursuant to the Waiver Agreement, the Holder waived all rights pursuant to Section 7(b) of the Senior Secured Convertible Note, including, without limitation, any right to have an adjustment to the Conversion Price (as defined in the Senior Secured Convertible Note) of the Senior Secured Convertible Note or the right to substitute the Variable Price (as defined in the Senior Secured Convertible Note) for the Conversion Price of the Senior Secured Convertible Note, unless and until the Company obtains Stockholder Approval (as defined in the Senior Secured Convertible Note).

The foregoing descriptions are qualified in their entirety by reference to the full text of the agreements, which are filed as exhibits to this Current Report on Form 8-K and incorporated herein by reference in their entirety.

Through March 31, 2017, the Holder has converted \$4,321,663 of the Senior Secured Convertible Note into 1,730,534 shares of the Company’s common stock.

### Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1+	Senior Secured Convertible Note, dated March 23, 2017, by Interpace Diagnostics Group, Inc. in favor of Hudson Bay Master Fund Ltd.
4.2*	Form of Waiver Agreement, dated March 23, 2017, between Interpace Diagnostics Group, Inc. and Hudson Bay Master Fund Ltd.

\* Filed herewith

+ Previously filed

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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.

Date: March 31, 2017

By: /s/ Jack E. Stover

Name: Jack E. Stover

Title: President and Chief Executive Officer

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## EXHIBIT INDEX

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\* Filed herewith  
+ Previously filed



March 31, 2017

Hudson Bay Master Fund Ltd.  
777 Third Avenue, 30th Floor  
New York, NY 10017  
Attention: Yoav Roth

Re: Waiver

Dear Sirs:

Reference is hereby made to that certain Exchange Agreement, dated as of March 22, 2017 (the "**Exchange Agreement**"), by and between Interpace Diagnostics Group, Inc., a Delaware corporation and Hudson Bay Master Fund Ltd. ("**you**" or the "**Investor**") pursuant to which the Investor exchanged a Non-Negotiable Subordinated Secured Promissory Note for, among other things, a senior secured convertible note with an aggregate initial principal amount of \$5,321,662.50 (the "**Convertible Note**").

Capitalized terms not defined herein shall have the meaning as set forth in the Convertible Note.

The Company hereby requests that you permanently waive all rights pursuant to Section 7(b) of the Convertible Note, including, without limitation, any right to have an adjustment to the Conversion Price of the Convertible Note or right to substitute the Variable Price for the Conversion Price of the Convertible Note in accordance therewith, unless and until the Company obtains the Stockholder Approval. (the "**Waiver**").

Please execute this letter in the signature block below if you agree to the Waiver.

The Company shall, on or before 8:30 a.m., New York City time, on the first business day after the date of this letter, issue a Current Report on Form 8-K disclosing the Waiver and attaching the form of this letter as an exhibit thereto (collectively with all exhibits attached thereto, the "**8-K Filing**"). The Company represents to the Investor that nothing herein constitutes material non-public information and, to the knowledge of the Company, the Investor is not in possession of any material, nonpublic information received from the Company or any of its Subsidiaries or any of their respective officers, directors, employees, affiliates or agents. The Company further acknowledges and agrees that no confidentiality or similar obligations under any letter, whether written or oral, between the Company, any of its subsidiaries or any of their respective officers, directors, affiliates, employees or agents, on the one hand, and the Investor or any of its affiliates currently exists. The Company understands and confirms that the Investor will rely on the foregoing representations in effecting transactions in securities of the Company.

Section 8 of the Exchange Agreement is hereby incorporated by reference herein, *mutatis mutandis*.

If you have any questions regarding the foregoing, please feel free to contact the Company's \_\_\_\_\_ at ( ) - or by email to \_\_\_\_\_.

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

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Sincerely,  
**INTERPACE DIAGNOSTICS GROUP, INC.**

By: \_\_\_\_\_  
Name:  
Title:

As evidenced by the below signature,  
the Investor hereby agrees to  
the Waiver as of this 31<sup>st</sup> day of March, 2017:  
**HUDSON BAY MASTER FUND LTD.**

By: \_\_\_\_\_  
Name:  
Title:

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